

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                     |   |                         |
|-------------------------------------|---|-------------------------|
| -----                               | X |                         |
|                                     | : |                         |
| In re                               | : | Chapter 11              |
|                                     | : |                         |
| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
|                                     | : |                         |
| Reorganized Debtors.                | : | (Jointly Administered)  |
|                                     | : |                         |
| -----                               | X |                         |

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On September 9, 2011, I caused to be served the document listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

Joint Stipulation and Agreed Order Between Reorganized Debtors, ATS Ohio, Inc., ATS Michigan Sales and Services, Inc., ATS Automation Tooling Systems, Inc., and Nexteer Automotive Corporation (I) Reclassifying and Allowing Proof of Administrative Expense Claim Number 19761, (II) Compromising and Allowing Proof of Administrative Expense Claim Number 19762, and (III) Disallowing and Expunging Proof of Administrative Expense Claim Number 19763 (ATS Ohio, Inc., ATS Michigan Sales and Services, Inc., and ATS Automation Tooling Systems, Inc.) (Docket No. 21555) [a copy of which is attached hereto as Exhibit C]

Dated: September 14, 2011

/s/ Darlene Calderon  
Darlene Calderon

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 14th day of September, 2011, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Aimee M. Parel

Commission Expires: 9/27/13

# **EXHIBIT A**

## Post-Emergence Master Service List

| COMPANY                                  | CONTACT  | ADDRESS1                     | ADDRESS2            | CITY      | STATE | ZIP        | PHONE        | EMAIL  | PARTY / FUNCTION  |
|--|--|------------------------------|---------------------|-----------|-------|------------|--------------|--|---|
| Barnes & Thornburg LLP                   | Deborah L. Thorne<br>Kathleen L. Matsoukas       | One N Wacker Drive           | Suite 4400          | Chicago   | IL    | 60606      | 312-357-1313 | <a href="mailto:dthorne@btlaw.com">dthorne@btlaw.com</a><br><a href="mailto:kmatsoukas@btlaw.com">kmatsoukas@btlaw.com</a>   | Counsel to Johnson Controls Battery Group, Inc.; Johnson Controls, Inc. (Power Solutions) |
| Delphi Automotive Systems LLP            | Sean Corcoran<br>Karen Craft<br>David M. Sherbin | 5725 Delphi Drive            |                     | Troy      | MI    | 48098      | 248-813-2000 | <a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a><br><a href="mailto:karen.i.craft@delphi.com">karen.i.craft@delphi.com</a><br><a href="mailto:david.sherbin@delphi.com">david.sherbin@delphi.com</a> | Delphi Automotive Systems LLP   |
| Honigman Miller Schwartz and Cohn LLP    | Frank L. Gorman, Esq.<br>Robert B. Weiss, Esq.   | 2290 First National Building | 660 Woodward Avenue | Detroit   | MI    | 48226-3583 | 313-465-7000 | <a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a><br><a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a>   | Counsel to General Motors Corporation   |
| Ruskin Moscou Faltischek PC              | Jeffrey A. Wurst, Esq.                           | 1425 RXR Plaza               | 15th Floor          | Uniondale | NY    | 11556      | 516-663-6535 | <a href="mailto:jwurst@rmfpc.com">jwurst@rmfpc.com</a>   |   |
| Skadden, Arps, Slate, Meagher & Flom LLP | Ron E. Meisler                                   | 155 N Wacker Drive           | Suite 2700          | Chicago   | IL    | 60606-1720 | 312-407-0700 | <a href="mailto:rmeisler@skadden.com">rmeisler@skadden.com</a>   | Counsel to the Reorganized Debtor   |
| Weil, Gotshal & Manges LLP               | Harvey R. Miller<br>Robert J. Lemons             | 767 Fifth Avenue             |                     | New York  | NY    | 10153      | 212-310-8500 | <a href="mailto:harvey.miller@weil.com">harvey.miller@weil.com</a><br><a href="mailto:robert.lemons@weil.com">robert.lemons@weil.com</a>   | Counsel to General Motors Corporation   |

| COMPANY  | CONTACT                              | ADDRESS1                           | ADDRESS2                 | CITY          | STATE   | ZIP        | COUNTRY | PHONE          | EMAIL  | PARTY / FUNCTION   |
|--|--------------------------------------|------------------------------------|--------------------------|---------------|---------|------------|---------|----------------|--|--|
| Adalberto Cañadas Castillo                             |                                      | Avda Ramon de Carranza             | 10-1º                    | Cadiz         |         | 11006      | Spain   | 34 956 226 311 | <a href="mailto:adalberto@canadas.com">adalberto@canadas.com</a>   | Representative to DASE   |
| Adler Pollock & Sheehan PC                             | Joseph Avanzato                      | One Citizens Plz 8th Fl            |                          | Providence    | RI      | 02903      |         | 401-274-7200   | <a href="mailto:javanzato@apslaw.com">javanzato@apslaw.com</a>   | Attorneys for Fry's Metals Inc. and Specialty Coatings Systems Eft   |
| Airgas, Inc.   | David Boyle                          | 259 Radnor-Chester Road, Suite 100 | P.O. Box 6675            | Radnor        | PA      | 19087-8675 |         | 610-902-6028   | <a href="mailto:david.boyle@airgas.com">david.boyle@airgas.com</a>   | Counsel to Airgas, Inc.  |
| Akebono Brake Corporaton                               | Brandon J. Kessinger                 | 310 Ring Road                      |                          | Elizabethtown | KY      | 42701      |         | 270-234-5580   | <a href="mailto:bkessinger@akebono-usa.com">bkessinger@akebono-usa.com</a>   | Representative for Akebono Corporation   |
| Akin Gump Strauss Hauer & Feld, LLP                    | Ira S Dizengoff                      | One Bryant Park                    |                          | New York      | NY      | 10036      |         | 212-872-1000   | <a href="mailto:idizengoff@akingump.com">idizengoff@akingump.com</a>   | Counsel to TAI Unsecured Creditors Liquidating Trust   |
| Allen Matkins Leck Gamble & Mallory LLP                | Michael S. Greger                    | 1900 Main Street                   | Fifth Floor              | Irvine        | CA      | 92614-7321 |         | 949-553-1313   | <a href="mailto:mgreger@allenmatkins.com">mgreger@allenmatkins.com</a>   | Counsel to Kilroy Realty, L.P.   |
| Alliance for Sustainable Energy LLC                    | National Renewable Energy Laboratory | Jim Martin Senior Attorney         | 1617 Golden Blvd MS 1734 | Golden        | CO      | 80401      |         | 303-384-7497   | <a href="mailto:jim.martin@nrel.gov">jim.martin@nrel.gov</a>   | Counsel for National Renewable Energy Laboratory   |
| Alston & Bird, LLP                                     | Craig E. Freeman                     | 90 Park Avenue                     |                          | New York      | NY      | 10016      |         | 212-210-9400   | <a href="mailto:craig.freeman@alston.com">craig.freeman@alston.com</a>   | Counsel to Cadence Innovation, LLC   |
| Alston & Bird, LLP                                     | Dennis J. Connolly; David A. Wender  | 1201 West Peachtree Street         |                          | Atlanta       | GA      | 30309      |         | 404-881-7269   | <a href="mailto:dconnolly@alston.com">dconnolly@alston.com</a><br><a href="mailto:dwender@alston.com">dwender@alston.com</a> | Counsel to Cadence Innovation, LLC, PD George Co, Furukawa Electric Company, Ltd., and Furukawa Electric North America APD, Inc. |
| American Axle & Manufacturing, Inc.                    | Steven R. Keyes                      | One Dauch Drive, Mail Code 6E-2-42 |                          | Detroit       | MI      | 48243      |         | 313-758-4868   | <a href="mailto:steven.keyes@aam.com">steven.keyes@aam.com</a>   | Representative for American Axle & Manufacturing, Inc.   |
| Anglin, Flewelling, Rasmussen, Campbell & Trytten, LLP | Mark T. Flewelling                   | 199 South Los Robles Avenue        | Suite 600                | Pasadena      | CA      | 91101-2459 |         | 626-535-1900   | <a href="mailto:mtf@afrc.com">mtf@afrc.com</a>   | Counsel to Stanley Electric Sales of America, Inc.   |
| Arent Fox PLLC   | Robert M. Hirsh                      | 1675 Broadway                      |                          | New York      | NY      | 10019      |         | 212-484-3900   | <a href="mailto:Hirsh.Robert@arentfox.com">Hirsh.Robert@arentfox.com</a>   | Counsel to Pullman Bank and Trust Company  |
| Arnall Golden Gregory LLP                              | Darryl S. Laddin                     | 171 17th Street NW                 | Suite 2100               | Atlanta       | GA      | 30363-1031 |         | 404-873-8120   | <a href="mailto:dladdin@agq.com">dladdin@agq.com</a>   | Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)                         |
| Arnold & Porter LLP                                    | Joel M. Gross                        | 555 Twelfth Street, N.W.           |                          | Washington    | D.C.    | 20004-1206 |         | 202-942-5000   | <a href="mailto:joel_gross@aporter.com">joel_gross@aporter.com</a>   | Counsel to CSX Transportation, Inc.  |
| ATS Automation Tooling Systems Inc.                    | Carl Galloway                        | 250 Royal Oak Road                 |                          | Cambridge     | Ontario | N3H 4R6    | Canada  | 519-653-4483   | <a href="mailto:cgalloway@atsautomation.com">cgalloway@atsautomation.com</a>   | Company  |
| Balch & Bingham LLP                                    | Eric T. Ray                          | PO Box 306                         |                          | Birmingham    | AL      | 35201      |         | 205-251-8100   | <a href="mailto:eray@balch.com">eray@balch.com</a>   | Attorney for Alabama Power Company   |
| Barack, Ferrazzano, Kirschbaum & Nagelberg LLP         | Kimberly J. Robinson                 | 200 W Madison St Ste 3900          |                          | Chicago       | IL      | 60606      |         | 312-984-3100   | <a href="mailto:kim.robinson@bfkn.com">kim.robinson@bfkn.com</a>   | Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.   |
| Barack, Ferrazzano, Kirschbaum & Nagelberg LLP         | William J. Barrett                   | 200 W Madison St Ste 3900          |                          | Chicago       | IL      | 60606      |         | 312-984-3100   | <a href="mailto:william.barrett@bfkn.com">william.barrett@bfkn.com</a>   | Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.   |
| Barnes & Thornburg LLP                                 | Alan K. Mills                        | 11 S. Meridian Street              |                          | Indianapolis  | IN      | 46204      |         | 317-236-1313   | <a href="mailto:alan.mills@btlaw.com">alan.mills@btlaw.com</a>   | Counsel to Mays Chemical Company   |
| Barnes & Thornburg LLP                                 | Damon R Leichty                      | 600 1st Source Bank Center         | 100 North Michigan       | South Bend    | IN      | 46601      |         | 574-233-1171   | <a href="mailto:damon.leichty@btlaw.com">damon.leichty@btlaw.com</a>   | Counsel to Bank of America, N.A.   |
| Barnes & Thornburg LLP                                 | David M. Powlen                      | 1000 N West Street                 | Suite 1200               | Wilmington    | DE      | 19801      |         | 302-888-4536   | <a href="mailto:david.powlen@btlaw.com">david.powlen@btlaw.com</a>   | Counsel to Howard County, Indiana  |

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|--------------------------------------|--------------------------|-----------------------------|--------------------|--------------|-------|-------|---------|--------------|--|--|
| Barnes & Thornburg LLP               | Deborah L. Thorne        | One North Wacker Drive      | Suite 4400         | Chicago      | IL    | 60606 |         | 312-357-1313 | <a href="mailto:deborah.thorne@btlaw.com">deborah.thorne@btlaw.com</a>         | Counsel to Johnson Controls Battery Group, Inc.; Johnson Controls, Inc. (Power Solutions)  |
| Barnes & Thornburg LLP               | John T. Gregg            | 171 Monroe Avenue NW        | Suite 1000         | Grand Rapids | MI    | 49503 |         | 616-742-3930 | <a href="mailto:jgregg@btlaw.com">jgregg@btlaw.com</a>                         | Counsel to Priority Health; Clarion Corporation of America; Continental AG and Affiliates  |
| Barnes & Thornburg LLP               | Kathleen L. Matsoukas    | One North Wacker Drive      | Suite 4400         | Chicago      | IL    | 60606 |         | 312-357-1313 | <a href="mailto:kathleen.matsoukas@btlaw.com">kathleen.matsoukas@btlaw.com</a> | Counsel to Johnson Controls Battery Group, Inc.; Johnson Controls, Inc. (Power Solutions); Howard County, Indiana  |
| Barnes & Thornburg LLP               | Mark R. Owens            | 11 S. Meridian Street       |                    | Indianapolis | IN    | 46204 |         | 317-236-1313 | <a href="mailto:mark.owens@btlaw.com">mark.owens@btlaw.com</a>                 | Counsel to Clarion Corporation of America  |
| Barnes & Thornburg LLP               | Michael K. McCrory       | 11 S. Meridian Street       |                    | Indianapolis | IN    | 46204 |         | 317-236-1313 | <a href="mailto:michael.mccrory@btlaw.com">michael.mccrory@btlaw.com</a>       | Counsel to Gibbs Die Casting Corporation; Clarion Corporation of America   |
| Barnes & Thornburg LLP               | Patrick E. Mears         | 171 Monroe Avenue NW        | Suite 1000         | Grand Rapids | MI    | 49503 |         | 616-742-3936 | <a href="mailto:pmears@btlaw.com">pmears@btlaw.com</a>                         | Counsel to Armada Rubber Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Corporation  |
| Barnes & Thornburg LLP               | Sarah Quinn Kuhny        | 600 1st Source Bank Center  | 100 North Michigan | South Bend   | IN    | 46601 |         | 574-233-1171 | <a href="mailto:sarah.kuhny@btlaw.com">sarah.kuhny@btlaw.com</a>               | Counsel to Bank of America, N.A.   |
| Barnes & Thornburg LLP               | Wendy D. Brewer          | 11 S. Meridian Street       |                    | Indianapolis | IN    | 46204 |         | 317-236-1313 | <a href="mailto:wendy.brewer@btlaw.com">wendy.brewer@btlaw.com</a>             | Counsel to Gibbs Die Casting Corporation   |
| Bartlett Hackett Feinberg P.C.       | Frank F. McGinn          | 155 Federal Street          | 9th Floor          | Boston       | MA    | 02110 |         | 617-422-0200 | <a href="mailto:ffm@bostonbusinesslaw.com">ffm@bostonbusinesslaw.com</a>       | Counsel to Iron Mountain Information Management, Inc.  |
| Beeman Law Office                    | Thomas M Beeman          | 33 West 10th Street         | Suite 200          | Anderson     | IN    | 46016 |         | 765-640-1330 | <a href="mailto:tom@beemanlawoffice.com">tom@beemanlawoffice.com</a>           | Counsel to Madison County (Indiana) Treasurer  |
| Bernstein Litowitz Berger & Grossman | Hannah E. Greenwald      | 1285 Avenue of the Americas |                    | New York     | NY    | 10019 |         | 212-554-1411 | <a href="mailto:hannah@blbglaw.com">hannah@blbglaw.com</a>                     | Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP |
| Berry Moorman P.C.                   | James P. Murphy          | 535 Griswold                | Suite 1900         | Detroit      | MI    | 48226 |         | 313-496-1200 | <a href="mailto:murph@berrymoorman.com">murph@berrymoorman.com</a>             | Counsel to Kamax L.P.; Optrex America, Inc.; GKN Sinter Metals, Inc.   |
| Bialson, Bergen & Schwab             | Kenneth T. Law, Esq.     | 2600 El Camino Real         | Suite 300          | Palo Alto    | CA    | 94306 |         | 650-857-9500 | <a href="mailto:klaw@bbslaw.com">klaw@bbslaw.com</a>                           | Counsel to UPS Supply Chain Solutions, Inc.  |
| Bialson, Bergen & Schwab             | Lawrence M. Schwab, Esq. | 2600 El Camino Real         | Suite 300          | Palo Alto    | CA    | 94306 |         | 650-857-9500 | <a href="mailto:lschwab@bbslaw.com">lschwab@bbslaw.com</a>                     | Counsel to UPS Supply Chain Solutions, Inc.; Solectron Corporation; Solectron De Mexico SA de CV; Solectron Invotronics; Coherent, Inc.; Veritas Software Corporation              |
| Bialson, Bergen & Schwab             | Thomas M. Gaa            | 2600 El Camino Real         | Suite 300          | Palo Alto    | CA    | 94306 |         | 650-857-9500 | <a href="mailto:tgaa@bbslaw.com">tgaa@bbslaw.com</a>                           | Counsel to Veritas Software Corporation  |

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|--|----------------------------|---|------------------------------|---------------|-------|------------|---------|-------------------|--|---|
| Bingham McHale LLP                         | Whitney L Mosby            | 10 West Market Street                   | Suite 2700                   | Indianapolis  | IN    | 46204      |         | 317-635-8900      | <a href="mailto:wmosby@binghammchale.com">wmosby@binghammchale.com</a>       | Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation  |
| Blank Rome LLP                             | Marc E. Richards           | The Chrysler Building                   | 405 Lexington Avenue         | New York      | NY    | 10174      |         | 212-885-5000      | <a href="mailto:mrichards@blankrome.com">mrichards@blankrome.com</a>         | Counsel to DENSO International America, Inc.  |
| Bodman LLP                                 | Ralph E. McDowell          | 100 Renaissance Center                  | 34th Floor                   | Detroit       | MI    | 48243      |         | 313-393-7592      | <a href="mailto:rmcdowell@bodmanllp.com">rmcdowell@bodmanllp.com</a>         | Counsel to Freudenberg-NOK; General Partnership; Freudenberg-NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.; Lear Corporation; American Axle & Manufacturing, Inc. |
| Bond, Schoeneck & King, PLLC               | Camille W. Hill            | One Lincoln Center                      | 18th Floor                   | Syracuse      | NY    | 13202      |         | 315-218-8000      | <a href="mailto:chill@bsk.com">chill@bsk.com</a>                             | Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp.  |
| Bond, Schoeneck & King, PLLC               | Charles J. Sullivan        | One Lincoln Center                      | 18th Floor                   | Syracuse      | NY    | 13202      |         | 315-218-8000      | <a href="mailto:csullivan@bsk.com">csullivan@bsk.com</a>                     | Counsel to Diemolding Corporation   |
| Bond, Schoeneck & King, PLLC               | Stephen A. Donato          | One Lincoln Center                      | 18th Floor                   | Syracuse      | NY    | 13202      |         | 315-218-8000      | <a href="mailto:sdonato@bsk.com">sdonato@bsk.com</a>                         | Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp; Diemolding Corporation   |
| Boult, Cummings, Conners & Berry, PLC      | Austin L. McMullen         | 1600 Division Street, Suite 700         | PO Box 34005                 | Nashville     | TN    | 37203      |         | 615-252-2307      | <a href="mailto:amcmullen@bccb.com">amcmullen@bccb.com</a>                   | Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.   |
| Boult, Cummings, Conners & Berry, PLC      | Roger G. Jones             | 1600 Division Street, Suite 700         | PO Box 34005                 | Nashville     | TN    | 37203      |         | 615-252-2307      | <a href="mailto:rjones@bccb.com">rjones@bccb.com</a>                         | Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.   |
| Brembo S.p.A.                              | Massimiliano Cini          | Administration Department via Brembo 25 | 24035 Curno BG               | Bergamo       |       |            | Italy   | 00039-035-605-529 | <a href="mailto:massimiliano_cini@brembo.it">massimiliano_cini@brembo.it</a> | Creditor  |
| Brown & Connery, LLP                       | Donald K. Ludman           | 6 North Broad Street                    |                              | Woodbury      | NJ    | 08096      |         | 856-812-8900      | <a href="mailto:dludman@brownconnery.com">dludman@brownconnery.com</a>       | Counsel to SAP America, Inc.  |
| Buchalter Nemer, A Profesional Corporation | Shawn M. Christianson      | 333 Market Street                       | 25th Floor                   | San Francisco | CA    | 94105-2126 |         | 415-227-0900      | <a href="mailto:schristianson@buchalter.com">schristianson@buchalter.com</a> | Counsel to Oracle USA, Inc.; Oracle Credit Corporation  |
| Buchanan Ingersoll & Rooney PC             | Mark Pfeiffer              | 50 S. 16th St Ste 3200                  |                              | Philadelphia  | PA    | 19102      |         | 215-665-8700      | <a href="mailto:mark.pfeiffer@bipc.com">mark.pfeiffer@bipc.com</a>           | Counsel to ATEL Leasing Corp.   |
| Buchanan Ingersoll & Rooney PC             | Mary Caloway               | The Brandywine Building                 | 1000 West Street, Suite 1410 | Wilmington    | DE    | 19801      |         | 302-552-4200      | <a href="mailto:mary.caloway@bipc.com">mary.caloway@bipc.com</a>             | Counsel to Fiduciary Counselors   |
| Buchanan Ingersoll & Rooney PC             | Peter S. Russ              | 620 Eighth Ave                          | 23rd Floor                   | New York      | NY    | 10018      |         | 212-440-4400      | <a href="mailto:peter.russ@bipc.com">peter.russ@bipc.com</a>                 | Counsel to ATEL Leasing Corp.   |
| Buchanan Ingersoll & Rooney PC             | William H. Schorling, Esq. | Two Liberty Place                       | 50 S. 16th St., Ste 3200     | Philadelphia  | PA    | 19102      |         | 215-665-5326      | <a href="mailto:william.schorling@bipc.com">william.schorling@bipc.com</a>   | Counsel to Fiduciary Counselors   |
| Butzel Long                                | Bruce L. Sendek            | 150 W. Jefferson Avenue                 | Suite 100                    | Detroit       | MI    | 48226      |         | 313-225-7000      | <a href="mailto:sendek@butzel.com">sendek@butzel.com</a>                     | Counsel to Reorganized Debtors  |
| Butzel Long                                | Chester E. Kasiborski, Jr. | 150 W. Jefferson Avenue                 | Suite 100                    | Detroit       | MI    | 48226      |         | 313-225-7000      | <a href="mailto:kasiborski@butzel.com">kasiborski@butzel.com</a>             | Counsel to Reorganized Debtors  |
| Butzel Long                                | Cynthia J. Haffey          | 150 W. Jefferson                        | Suite 100                    | Detroit       | MI    | 48226      |         | 313-983-7434      | <a href="mailto:haffey@butzel.com">haffey@butzel.com</a>                     | Counsel to Delphi Corporation   |
| Butzel Long                                | David J. DeVine            | 150 W. Jefferson Avenue                 | Suite 100                    | Detroit       | MI    | 48226      |         | 313-225-7000      | <a href="mailto:devine@butzel.com">devine@butzel.com</a>                     | Counsel to Reorganized Debtors  |
| Butzel Long                                | Donald V. Orlandoni        | 150 W. Jefferson                        | Suite 100                    | Detroit       | MI    | 48226      |         | 313-225-7063      | <a href="mailto:orlandoni@butzel.com">orlandoni@butzel.com</a>               | Counsel to Delphi Corporation   |

| COMPANY                              | CONTACT                                       | ADDRESS1                     | ADDRESS2              | CITY             | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|--------------------------------------|---|------------------------------|-----------------------|------------------|-------|------------|---------|--------------|--|---|
| Butzel Long                          | Sheldon H. Klein                              | Stoneridge West              | 41000 Woodward Avenue | Bloomfield Hills | MI    | 48304      |         | 248-258-1414 | <a href="mailto:klein@butzel.com">klein@butzel.com</a>   | Counsel to Reorganized Debtors  |
| Butzel Long                          | Thomas B. Radom                               | Stoneridge West              | 41000 Woodward Avenue | Bloomfield Hills | MI    | 48304      |         | 248-258-1413 | <a href="mailto:radom@butzel.com">radom@butzel.com</a>   | Counsel to Reorganized Debtors  |
| Butzel Long                          | Thomas D. Noonan                              | 150 W. Jefferson Avenue      | Suite 100             | Detroit          | MI    | 48226      |         | 313-225-7000 | <a href="mailto:noonan@butzel.com">noonan@butzel.com</a>   | Counsel to Reorganized Debtors  |
| Cadwalader Wickersham & Taft LLP     | Jeannine D'Amico                              | 1201 F St NW Ste 1100        |                       | Washington       | DC    | 20004      |         | 202-862-2452 | <a href="mailto:jeannine.damico@cwt.com">jeannine.damico@cwt.com</a>   | Attorneys for the Audit Committee of Dephi Corporation  |
| Cadwalader Wickersham & Taft LLP     | John J. Rapisardi Esq<br>Joseph Zujkowski Esq | One World Financial Center   |                       | New York         | NY    | 10281      |         | 212-504-6000 | <a href="mailto:john.rapisardi@cwt.com">john.rapisardi@cwt.com</a><br><a href="mailto:joseph.zujkowski@cwt.com">joseph.zujkowski@cwt.com</a>       | Counsel to the Auto Task Force of the U.S. Department of the Treasury   |
| Cahill Gordon & Reindel LLP          | Jonathan Greenberg                            | 80 Pine Street               |                       | New York         | NY    | 10005      |         | 212-701-3000 | <a href="mailto:jonathan.greenberg@BASF.COM">jonathan.greenberg@BASF.COM</a>   | Counsel to Engelhard Corporation  |
| Cahill Gordon & Reindel LLP          | Kevin Burke                                   | 80 Pine Street               |                       | New York         | NY    | 10005      |         | 212-701-3000 | <a href="mailto:kburke@cahill.com">kburke@cahill.com</a>   | Counsel to Engelhard Corporation  |
| Calfee, Halter & Griswold LLC        | Jean R. Robertson, Esq.                       | 1400 McDonald Investment Ctr | 800 Superior Ave      | Cleveland        | OH    | 44114      |         | 216-622-8404 | <a href="mailto:jrobertson@calfee.com">jrobertson@calfee.com</a>   | Counsel to Brush Engineered materials   |
| Calinoff & Katz, LLP                 | Dorothy H. Marinis-Riggio<br>Robert Calinoff  | 140 East 45th Street         | 17th Floor            | New York         | NY    | 10017      |         | 212-826-8800 | <a href="mailto:dhriaggio@gmail.com">dhriaggio@gmail.com</a><br><a href="mailto:rcalinoff@candklaw.com">rcalinoff@candklaw.com</a>                 | Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminim Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, I |
| Cantor Colburn LLP                   | Michael J Rye                                 | 20 Church Street             | 22nd Floor            | Hartford         | CT    | 06103-3207 |         | 860-286-2929 | <a href="mailto:mrye@cantorcolburn.com">mrye@cantorcolburn.com</a>   | Patent Counsel to Delphi Corporation et al., Debtors and Debtors-in-Possession  |
| Carson Fischer, P.L.C.               | Joseph M Fischer<br>Patrick J Kukla           | 4111 Andover Road            | West 2nd Floor        | Bloomfield Hills | MI    | 48302      |         | 248-644-4840 | <a href="mailto:brcy@carsonfischer.com">brcy@carsonfischer.com</a>   | Counsel to Bing Metals Group, LLC; Behr America, Inc.; Findlay Industries; Vitec, LLC   |
| Carson Fischer, P.L.C.               | Robert A. Weisberg                            | 4111 Andover Road            | West 2nd Floor        | Birmingham       | MI    | 48302      |         | 248-644-4840 | <a href="mailto:rweisberg@carsonfischer.com">rweisberg@carsonfischer.com</a><br><a href="mailto:brcy@carsonfischer.com">brcy@carsonfischer.com</a> | Counsel to Cascade Die Casting Group, Inc.; Behr America, Inc.  |
| Carter Ledyard & Milburn LLP         | Aaron R. Cahn                                 | 2 Wall Street                |                       | New York         | NY    | 10005      |         | 212-732-3200 | <a href="mailto:cahn@clm.com">cahn@clm.com</a>   | Counsel to STMicroelectronics, Inc.   |
| Chadbourne & Parke LLP               | Douglas Deutsch, Esq.                         | 30 Rockefeller Plaza         |                       | New York         | NY    | 10112      |         | 212-408-5100 | <a href="mailto:ddeutsch@chadbourne.com">ddeutsch@chadbourne.com</a>   | Counsel to EagleRock Capital Management, LLC  |
| Clark Hill PLC                       | Joel D. Applebaum                             | 500 Woodward Avenue          | Suite 3500            | Detroit          | MI    | 48226-3435 |         | 313-965-8300 | <a href="mailto:japplebaum@clarkhill.com">japplebaum@clarkhill.com</a>   | Counsel to 1st Choice Heating & Cooling, Inc.; BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC  |
| Clark Hill PLC                       | Shannon Deeby                                 | 500 Woodward Avenue          | Suite 3500            | Detroit          | MI    | 48226-3435 |         | 313-965-8300 | <a href="mailto:sdeeby@clarkhill.com">sdeeby@clarkhill.com</a>   | Counsel to BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC  |
| Clark Hill PLLC                      | Robert D. Gordon                              | 500 Woodward Avenue          | Suite 3500            | Detroit          | MI    | 48226-3435 |         | 313-965-8572 | <a href="mailto:rgordon@clarkhill.com">rgordon@clarkhill.com</a>   | Counsel to ATS Automation Tooling Systems Inc.  |
| Cleary Gottlieb Steen & Hamilton LLP | Deborah M. Buell                              | One Liberty Plaza            |                       | New York         | NY    | 10006      |         | 212-225-2000 | <a href="mailto:maofiling@cgsh.com">maofiling@cgsh.com</a>   | Counsel to Ames Electricos Automotrices, S.A. de C.V.; Cordaflex, S.A. de C.V.  |

| COMPANY                                  | CONTACT                                | ADDRESS1                     | ADDRESS2               | CITY        | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION   |
|--|--|------------------------------|------------------------|-------------|-------|------------|---------|--------------|--|--|
| Cleary, Gottlieb, Steen & Hamilton LLP   | James L. Bromley                       | One Liberty Plaza            |                        | New York    | NY    | 10006      |         | 212-225-2000 | <a href="mailto:maofiling@cqsh.com">maofiling@cqsh.com</a>   | Counsel to Bear, Stearns, Co. Inc.; Citigroup, Inc.; Credit Suisse First Boston; Deutsche Bank Securities, Inc.; Goldman Sachs Group, Inc.; JP Morgan Chase & Co.; Lehman Brothers, Inc.; Merrill Lynch & Co.; Morgan Stanley & Co., Inc.; UBS Securities, LLC |
| Cohen & Grigsby, P.C.                    | Thomas D. Maxson                       | 11 Stanwix Street            | 15th Floor             | Pittsburgh  | PA    | 15222-1319 |         | 412-297-4706 | <a href="mailto:tmaxson@cohenlaw.com">tmaxson@cohenlaw.com</a>   | Counsel to Nova Chemicals, Inc.  |
| Cohen, Weiss & Simon LLP                 | Joseph J. Vitale<br>Babette Ceccotti   | 330 West 42nd Street         |                        | New York    | NY    | 10036      |         | 212-356-0238 | <a href="mailto:jvitale@cwsny.com">jvitale@cwsny.com</a><br><a href="mailto:bceccotti@cwsny.com">bceccotti@cwsny.com</a>                                 | Counsel to International Union, United Automobile, Aerospace and Agriculture Implement Works of America (UAW)  |
| Cohn Birnbaum & Shea P.C.                | Scott D. Rosen, Esq.                   | 100 Pearl Street, 12th Floor |                        | Hartford    | CT    | 06103      |         | 860-493-2200 | <a href="mailto:srosen@cb-shea.com">srosen@cb-shea.com</a>   | Counsel to Floyd Manufacturing Co., Inc.   |
| Connolly Bove Lodge & Hutz LLP           | Jeffrey C. Wisler, Esq.                | 1007 N. Orange Street        | P.O. Box 2207          | Wilmington  | DE    | 19899      |         | 302-658-9141 | <a href="mailto:jwisler@cblh.com">jwisler@cblh.com</a>   | Counsel to ORIX Warren, LLC  |
| Coolidge Wall Co. LPA                    | Ronald S. Pretekin                     | 33 West First Street         | Suite 600              | Dayton      | OH    | 45402      |         | 937-223-8177 | <a href="mailto:Pretekin@coollaw.com">Pretekin@coollaw.com</a>   | Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company; Attorneys for Columbia Industrial  |
| Covington & Burling                      | Susan Power Johnston<br>Aaron R. Marcu | 620 Eighth Ave               |                        | New York    | NY    | 10018      |         | 212-841-1005 | <a href="mailto:sjohnston@cov.com">sjohnston@cov.com</a>   | Special Counsel to the Debtor  |
| Cox, Hodgman & Giarmarco, P.C.           | Sean M. Walsh, Esq.                    | Tenth Floor Columbia Center  | 101 W. Big Beaver Road | Troy        | MI    | 48084-5280 |         | 248-457-7000 | <a href="mailto:swalsh@chglaw.com">swalsh@chglaw.com</a>   | Counsel to Nisshinbo Automotive Corporation  |
| Curtin & Heefner, LLP                    | Daniel P. Mazo                         | 250 N. Pennsylvania Avenue   |                        | Morrisville | PA    | 19067      |         | 215-736-2521 | <a href="mailto:dpm@curtinheefner.com">dpm@curtinheefner.com</a>   | Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.   |
| Curtis, Mallet-Prevost, Colt & Mosle LLP | Cindi Eilbott                          | 101 Park Avenue              |                        | New York    | NY    | 10178-0061 |         | 212-696-6936 | <a href="mailto:ceilbott@curtis.com">ceilbott@curtis.com</a>   | Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd                |
| Damon & Morey LLP                        | William F. Savino                      | 1000 Cathedral Place         | 298 Main Street        | Buffalo     | NY    | 14202-4096 |         | 716-856-5500 | <a href="mailto:wsavino@damonmorey.com">wsavino@damonmorey.com</a>   | Counsel to Relco, Inc.; The Durham Companies, Inc.   |
| David P. Martin                          |  | 519 Energy Center Blvd       | Ste 1104               | Northport   | AL    | 35401      |         | 205-343-1771 | <a href="mailto:davidpmartin@erisacase.com">davidpmartin@erisacase.com</a><br><a href="mailto:davidpmartin@bellsouth.net">davidpmartin@bellsouth.net</a> | Co-Counsel for David Gargis, Jimmy Mueller, and D. Keith Livingston  |
| Day Pitney LLP                           | Richard M. Meth                        | P.O. Box 1945                |                        | Morristown  | NJ    | 07962-1945 |         | 973-966-6300 | <a href="mailto:rmeth@daypitney.com">rmeth@daypitney.com</a>   | Counsel to Marshall E. Campbell Company  |
| Day Pitney LLP                           | Ronald S. Beacher<br>Conrad K. Chiu    | 7 Times Square               |                        | New York    | NY    | 10036      |         | 212-297-5800 | <a href="mailto:rbeacher@daypitney.com">rbeacher@daypitney.com</a><br><a href="mailto:cchiu@daypitney.com">cchiu@daypitney.com</a>                       | Counsel to IBJTC Business Credit Corporation, as successor to IBJ Whitehall Business Credit Corporation  |



| COMPANY  | CONTACT  | ADDRESS1                    | ADDRESS2              | CITY             | STATE    | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION   |
|--|--|-----------------------------|-----------------------|------------------|----------|------------|---------|--------------|--|--|
| Dechert LLP                                    | Glenn E. Siegel<br>James O. Moore              | 1095 Avenue of the Americas |                       | New York         | NY       | 10036-6797 |         | 212-698-3500 | <a href="mailto:glenn.siegel@dechert.com">glenn.siegel@dechert.com</a><br><a href="mailto:james.moore@dechert.com">james.moore@dechert.com</a> | Counsel for Kensington International Limited, Manchester Securities Corp. and Springfield Associates, LLC  |
| Denso International America, Inc.              | Carol Sowa                                     | 24777 Denso Drive           |                       | Southfield       | MI       | 48086      |         | 248-372-8531 | <a href="mailto:carol_sowa@denso-diam.com">carol_sowa@denso-diam.com</a>   | Counsel to Denso International America, Inc.   |
| DiConza Law, P.C.                              | Gerard DiConza, Esq.                           | 630 Third Avenue, 7th Floor |                       | New York         | NY       | 10017      |         | 212-682-4940 | <a href="mailto:gdiConza@dlawpc.com">gdiConza@dlawpc.com</a>   | Counsel to Tyz-All Plastics, Inc.; Co-Counsel to Tower Automotive, Inc.  |
| Dinsmore & Shohl LLP                           | John Persiani                                  | 1900 Chemed Center          | 255 East Fifth Street | Cincinnati       | OH       | 45202      |         | 513-977-8200 | <a href="mailto:john.persiani@dinslaw.com">john.persiani@dinslaw.com</a>   | Counsel to The Procter & Gamble Company  |
| DLA Piper Rudnick Gray Cary US LLP             | Richard M. Kremen<br>Maria Ellena Chavez-Ruark | The Marbury Building        | 6225 Smith Avenue     | Baltimore        | Maryland | 21209-3600 |         | 410-580-3000 | <a href="mailto:richard.kremen@dlapiper.com">richard.kremen@dlapiper.com</a>   | Counsel to Constellation NewEnergy, Inc. & Constellation NewEnergy - Gas Division, LLC   |
| Drinker Biddle & Reath LLP                     | Andrew C. Kassner                              | 18th and Cherry Streets     |                       | Philadelphia     | PA       | 19103      |         | 215-988-2700 | <a href="mailto:andrew.kassner@dbi.com">andrew.kassner@dbi.com</a>   | Counsel to Penske Truck Leasing Co., L.P.  |
| Duane Morris LLP                               | Joseph H. Lemkin                               | 744 Broad Street            | Suite 1200            | Newark           | NJ       | 07102      |         | 973-424-2000 | <a href="mailto:jhlemkin@duanemorris.com">jhlemkin@duanemorris.com</a>   | Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC; and Hosiden America Corporation |
| Duane Morris LLP                               | Lewis R Olshin Esq                             | 30 South 17th Street        |                       | Philadelphia     | PA       | 19103      |         | 215-979-1129 | <a href="mailto:Olshin@duanemorris.com">Olshin@duanemorris.com</a>   | Counsel to ACE American Insurance Company and Pacific Employers Insurance Company  |
| Duane Morris LLP                               | Margery N. Reed, Esq.                          | 30 South 17th Street        |                       | Philadelphia     | PA       | 19103-4196 |         | 215-979-1000 | <a href="mailto:dmdelphi@duanemorris.com">dmdelphi@duanemorris.com</a><br><a href="mailto:mreed@duanemorris.com">mreed@duanemorris.com</a>     | Counsel to ACE American Insurance Company and Pacific Employers Insurance Company  |
| Duane Morris LLP                               | Wendy M. Simkulak, Esq.                        | 30 South 17th Street        |                       | Philadelphia     | PA       | 19103-4196 |         | 215-979-1547 | <a href="mailto:wmsimkulak@duanemorris.com">wmsimkulak@duanemorris.com</a>   | Counsel to ACE American Insurance Company and Pacific Employers Insurance Company  |
| Dykema Gossett PLLC                            | Douglas S Parker                               | 39577 Woodward Ave          | Suite 300             | Bloomfield Hills | MI       | 48304      |         | 248-203-0703 | <a href="mailto:dparker@dykema.com">dparker@dykema.com</a>   | Counsel for Federal Screw  |
| Dykema Gossett PLLC                            | Robert D. Nachman                              | 10 South Wacker Drive       | Suite 2300            | Chicago          | IL       | 60606      |         | 312-876-1700 | <a href="mailto:rnachman@dykema.com">rnachman@dykema.com</a>   | Counsel to MJ Celco, Inc.  |
| Electronic Data Systems Corporation            | Ayala Hassell                                  | 5400 Legacy Dr.             | Mail Stop H3-3A-05    | Plano            | TX       | 75024      |         | 212-715-9100 | <a href="mailto:ayala.hassell@eds.com">ayala.hassell@eds.com</a>   | Representative for Electronic Data Systems Corporation   |
| Ellenberg, Ogier, Rothschild & Rosenfeld, P.C. | Barbara Ellis-Monro                            | 170 Mitchell Street, SW     |                       | Atlanta          | GA       | 30303      |         | 404-581-3818 | <a href="mailto:bem@eorlaw.com">bem@eorlaw.com</a>   | Counsel to Southwire Company   |
| Entergy Services, Inc.                         | Alan H. Katz                                   | 639 Loyola Ave 26th Fl      |                       | New Orleans      | LA       | 70113      |         |              | <a href="mailto:akatz@entergy.com">akatz@entergy.com</a>   | Assistant General Counsel to Entergy Services, Inc.  |
| Epstein Becker & Green PC                      | Maura I. Russell<br>Anthony B. Stumbo          | 250 Park Ave                | 11th Floor            | New York         | NY       | 10177-1211 |         | 212-351-4500 | <a href="mailto:MRussell@ebglaw.com">MRussell@ebglaw.com</a>   | Counsel to SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund Ltd   |
| Ettelman & Hochheiser, P.C.                    | Gary Ettelman                                  | c/o Premium Cadillac        | 77 Main Street        | New Rochelle     | NY       | 10801      |         | 516-227-6300 | <a href="mailto:gettelman@e-hlaw.com">gettelman@e-hlaw.com</a>   | Counsel to Jon Ballin  |

| COMPANY                                | CONTACT                                      | ADDRESS1                | ADDRESS2                       | CITY          | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION   |
|--|--|-------------------------|--------------------------------|---------------|-------|------------|---------|--------------|--|--|
| Faegre & Benson LLP                    | Elizabeth K. Flaagan                         | 3200 Wells Fargo Center | 1700 Lincoln St                | Denver        | CO    | 80203-4532 |         | 303-607-3694 | <a href="mailto:eflaagan@faegre.com">eflaagan@faegre.com</a>   | Counsel to CoorsTek, Inc.; Corus, L.P.   |
| Farrell Fritz PC                       | Louis A. Scarcella<br>Patrick T. Collins     | 1320 RexCorp Plaza      |                                | Uniondale     | NY    | 11556-1320 |         | 516-227-0700 | <a href="mailto:iscarcella@farrellfritz.com">iscarcella@farrellfritz.com</a><br><a href="mailto:pcollins@farrellfritz.com">pcollins@farrellfritz.com</a> | Counsel to Official Committee of Equity Holders  |
| Filardi Law Offices LLC                | Charles J. Filardi, Jr., Esq.                | 65 Trumbull Street      | Second Floor                   | New Haven     | CT    | 06510      |         | 203-562-8588 | <a href="mailto:charles@filardi-law.com">charles@filardi-law.com</a>   | Counsel to Federal Express Corporation   |
| Finkel Goldstein Rosenbloom & Nash LLP | Ted J. Donovan                               | 26 Broadway             | Suite 711                      | New York      | NY    | 10004      |         | 212-344-2929 | <a href="mailto:tdonovan@finkgold.com">tdonovan@finkgold.com</a>   | Counsel to Pillarhouse (U.S.A.) Inc.   |
| Foley & Lardner LLP                    | Ann Marie Uetz                               | 500 Woodward Avenue     | Suite 2700                     | Detroit       | MI    | 48226-3489 |         | 313-234-7100 | <a href="mailto:auetz@foley.com">auetz@foley.com</a>   | Counsel to PBR Tennessee   |
| Foley & Lardner LLP                    | Jill L. Murch                                | 321 North Clark Street  | Suite 2800                     | Chicago       | IL    | 60610-4764 |         | 312-832-4500 | <a href="mailto:jmurch@foley.com">jmurch@foley.com</a>   | Counsel to Kuss Corporation  |
| Foley & Lardner LLP                    | John A. Simon                                | One Detroit Center      | 500 Woodward Ave<br>Suite 2700 | Detroit       | MI    | 48226-3489 |         | 313-234-7100 | <a href="mailto:jsimon@foley.com">jsimon@foley.com</a>   | Counsel to Ernst & Young LLP   |
| Foley & Lardner LLP                    | John R. Trentacosta<br>Katherine R. Catanese | 500 Woodward Avenue     | Suite 2700                     | Detroit       | MI    | 48226-3489 |         | 313-234-7100 | <a href="mailto:jtrentacosta@foley.com">jtrentacosta@foley.com</a><br><a href="mailto:kcatanese@foley.com">kcatanese@foley.com</a>                       | Counsel to Kautex Inc.   |
| Fox Rothschild LLP                     | Brian Isen                                   | 1301 Atlantic Avenue    |                                | Atlantic City | NJ    | 08401      |         | 609-348-2294 | <a href="mailto:bisen@foxrothschild.com">bisen@foxrothschild.com</a>   | Counsel to M&Q Plastic Products L.P.   |
| Fox Rothschild LLP                     | Fred Stevens                                 | 100 Park Avenue         | 15th Floor                     | New York      | NY    | 10017      |         | 212-878-7900 | <a href="mailto:fstevens@foxrothschild.com">fstevens@foxrothschild.com</a>   | Counsel to M&Q Plastic Products, Inc.  |
| Frederick T. Rikkers                   |  | 419 Venture Court       | P.O. Box 930555                | Verona        | WI    | 53593      |         | 608-848-6350 | <a href="mailto:fridders@rikkerslaw.com">fridders@rikkerslaw.com</a>   | Counsel to Southwest Metal Finishing, Inc.   |
| Frost Brown Todd LLC                   | Ronald E. Gold                               | 2200 PNC Center         | 201 East Fifth Street          | Cincinnati    | OH    | 45202-4182 |         | 513-651-6156 | <a href="mailto:rgold@fbtlaw.com">rgold@fbtlaw.com</a>   | Counsel to AKS Receivables, LLC  |
| Fulbright & Jaworski LLP               | David A. Rosenzweig                          | 666 Fifth Avenue        |                                | New York      | NY    | 10103-3198 |         | 212-318-3000 | <a href="mailto:drosenzweig@fulbright.com">drosenzweig@fulbright.com</a>   | Counsel to Southwest Research Institute  |
| Fulbright & Jaworski LLP               | Michael M. Parker                            | 300 Convent St Ste 2200 |                                | San Antonio   | TX    | 78205      |         | 210-224-5575 | <a href="mailto:mparker@fulbright.com">mparker@fulbright.com</a>   | Attorney for Solvay Fluorides, LLC   |
| Genovese Joblove & Battista, P.A.      | David C. Cimo                                | 100 S.E. 2nd Street     | Suite 4400                     | Miami         | FL    | 33131      |         | 305-349-2300 | <a href="mailto:dcimo@gjb-law.com">dcimo@gjb-law.com</a>   | Counsel to Southwest Research Institute  |
| Gibbons P.C.                           | David N. Crapo                               | One Gateway Center      |                                | Newark        | NJ    | 07102-5310 |         | 973-596-4523 | <a href="mailto:dcrapo@gibbonslaw.com">dcrapo@gibbonslaw.com</a>   | Counsel to Ryder Integrated Logistics, Inc.  |
| Goldberg Segalla LLP                   | Attn Bruce W Hoover                          | 665 Main St Ste 400     |                                | Buffalo       | NY    | 14203      |         | 716-566-5400 | <a href="mailto:bhoover@goldbergsegalla.com">bhoover@goldbergsegalla.com</a>   | Counsel to Epcos, Inc.   |
| Gorlick, Kravitz & Listhaus, P.C.      | Barbara S. Mehlsack                          | 17 State Street         | 4th Floor                      | New York      | NY    | 10004      |         | 212-269-2500 | <a href="mailto:bmehlsack@qkllaw.com">bmehlsack@qkllaw.com</a>   | Attorneys for MasTec Inc.  |
| Goulston & Storrs, P.C.                | Peter D. Bilowz                              | 400 Atlantic Avenue     |                                | Boston        | MA    | 02110-333  |         | 617-482-1776 | <a href="mailto:pbilowz@goulstonstorrs.com">pbilowz@goulstonstorrs.com</a>   | Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832 |
| Grant & Eisenhofer P.A.                | James J. Sabella                             | 485 Lexington Ave       |                                | New York      | NY    | 10017      |         | 646-722-8520 | <a href="mailto:jsabella@qelaw.com">jsabella@qelaw.com</a>   | Counsel to Thermotech Company  |
|  |  |                         |                                |               |       |            |         |              |  | Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfonds ABP   |

| COMPANY                               | CONTACT   | ADDRESS1                     | ADDRESS2                     | CITY                | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|---------------------------------------|---|------------------------------|------------------------------|---------------------|-------|------------|---------|--------------|--|---|
| Grant & Eisenhower P.A.               | Jay W. Eisenhower   | 45 Rockefeller Center        | 650 Fifth Avenue             | New York            | NY    | 10111      |         | 212-755-6501 | <a href="mailto:jeisenhofer@gelaw.com">jeisenhofer@gelaw.com</a>   | Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP |
| Gratz, Miller & Brueggeman, S.C.      | Matthew R. Robbins  | 1555 N. RiverCenter Drive    | Suite 202                    | Milwaukee           | WI    | 53212      |         | 414-271-4500 | <a href="mailto:mrr@previant.com">mrr@previant.com</a>   | Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10   |
| Graydon Head & Ritchey LLP            | J. Michael Debbler, Susan M. Argo                             | 1900 Fifth Third Center      | 511 Walnut Street            | Cincinnati          | OH    | 45202      |         | 513-621-6464 | <a href="mailto:mdebblor@graydon.com">mdebblor@graydon.com</a>   | Counsel to Grote Industries; Batesville Tool & Die; PIA Group; Reliable Castings  |
| Greenberg Traurig, LLP                | Maria J. DiConza  | MetLife Bldg                 | 200 Park Avenue              | New York            | NY    | 10166      |         | 212-801-9200 | <a href="mailto:diconzam@gtlaw.com">diconzam@gtlaw.com</a>   | Counsel to Samtech Corporation  |
| Greenberg Traurig, LLP                | Shari L. Heyen  | 1000 Louisiana               | Suite 1800                   | Houston             | TX    | 77002      |         | 713-374-3500 | <a href="mailto:heyens@gtlaw.com">heyens@gtlaw.com</a>   | Counsel to Samtech Corporation  |
| Greensfelder, Hemker & Gale, P.C.     | Cherie Macdonald<br>J. Patrick Bradley                        | 10 S. Broadway               | Suite 200                    | St. Louis           | MO    | 63102      |         | 314-241-9090 | <a href="mailto:ckm@greensfelder.com">ckm@greensfelder.com</a><br><a href="mailto:jpb@greensfelder.com">jpb@greensfelder.com</a>   | Counsel to ARC Automotive, Inc.   |
| Hahn Loeser & Parks LLP               | Lawrence E Oscar<br>Christopher W Peer                        | 200 Public Square            | Suite 2800                   | Cleveland           | OH    | 44114      |         | 216-621-0150 | <a href="mailto:leoscar@hahnlaw.com">leoscar@hahnlaw.com</a><br><a href="mailto:cpeer@hahnlaw.com">cpeer@hahnlaw.com</a>   | Counsel to Casco Products, a Unit of Sequa Corporation and ARC Automotive, Inc.   |
| Halperin Battaglia Raicht, LLP        | Alan D. Halperin<br>Christopher J. Battaglia<br>Julie D. Dyas | 555 Madison Avenue           | 9th Floor                    | New York            | NY    | 10022      |         | 212-765-9100 | <a href="mailto:cbattaglia@halperinlaw.net">cbattaglia@halperinlaw.net</a><br><a href="mailto:ahalperin@halperinlaw.net">ahalperin@halperinlaw.net</a><br><a href="mailto:idyas@halperinlaw.net">idyas@halperinlaw.net</a> | Counsel to Pacific Gas Turbine Center, LLC and Chromalloy Gas Turbine Corporation; ARC Automotive, Inc  |
| Hancock & Estabrook LLP               | R John Clark Esq  | 1500 Tower I                 | PO Box 4976                  | Syracuse            | NY    | 13221-4976 |         | 315-471-3151 | <a href="mailto:rjclark@hancocklaw.com">rjclark@hancocklaw.com</a>   | Counsel to Alliance Precision Plastics Corporation  |
| Harrington, Dragich & O'Neill PLLC    | David G Dragich   | 21043 Mack Avenue            |                              | Grosse Pointe Woods | MI    | 48236      |         | 313-886-4550 | <a href="mailto:ddragich@hdolaw.com">ddragich@hdolaw.com</a>   | Counsel to Internet Corporation   |
| Harris D. Leinwand                    | Harris D. Leinwand  | 315 Madison Avenue           | Suite 901                    | New York            | NY    | 10017      |         | 212-725-7338 | <a href="mailto:hleinwand@aol.com">hleinwand@aol.com</a>   | Counsel to Baker Hughes Incorporated; Baker Petrolite Corporation   |
| Haskell Slaughter Young & Rediker LLC | Robert H. Adams   | 2001 Park Place North        | Suite 1400                   | Birmingham          | AL    | 35203      |         | 205-251-1000 | <a href="mailto:rha@hsy.com">rha@hsy.com</a>   | Counsel to Simco Construction, Inc.   |
| Haynes and Boone, LLP                 | Judith Elkin  | 153 East 53rd Street         | Suite 4900                   | New York            | NY    | 10022      |         | 212-659-7300 | <a href="mailto:judith.elkin@haynesboone.com">judith.elkin@haynesboone.com</a>   | Counsel to Highland Capital Management, L.P.  |
| Haynes and Boone, LLP                 | Lenard M. Parkins<br>Kenric D. Kattner                        | 1 Houston Center             | 1221 McKinney,<br>Suite 2100 | Houston             | TX    | 77010      |         | 713-547-2000 | <a href="mailto:lenard.parkins@haynesboone.com">lenard.parkins@haynesboone.com</a><br><a href="mailto:kenric.kattner@haynesboone.com">kenric.kattner@haynesboone.com</a>   | Counsel to Highland Capital Management, L.P.  |
| Herrick, Feinstein LLP                | Paul Rubin  | 2 Park Avenue                |                              | New York            | NY    | 10016      |         | 212-592-1448 | <a href="mailto:prubin@herrick.com">prubin@herrick.com</a>   | Counsel to Canon U.S.A., Inc. and Schmidt Technology GmbH   |
| Hewlett-Packard Company               | Kenneth F. Higman   | 2125 E. Katella Avenue       | Suite 400                    | Anaheim             | CA    | 92806      |         | 714-940-7120 | <a href="mailto:ken.higman@hp.com">ken.higman@hp.com</a>   | Counsel to Hewlett-Packard Company  |
| Hewlett-Packard Company               | Ramona S. Neal  | 11311 Chinden Blvd., M/S 314 |                              | Boise               | ID    | 83714-0021 |         | 208-396-6484 | <a href="mailto:Ramona.neal@hp.com">Ramona.neal@hp.com</a>   | Counsel to Hewlett-Packard Company  |
| Hewlett-Packard Company               | Sharon Petrosino  | 420 Mountain Avenue          |                              | Murray Hill         | NJ    | 07974      |         | 908-898-4760 | <a href="mailto:sharon.petrosino@hp.com">sharon.petrosino@hp.com</a>   | Counsel to Hewlett-Packard Financial Services Company   |
| Hinckley Allen & Snyder LLP           | Michael J Pendell   | 185 Asylum St CityPlace I    | 35th Floor                   | Hartford            | CT    | 06103-3488 |         | 860-725-6200 | <a href="mailto:mpendell@haslaw.com">mpendell@haslaw.com</a>   | Counsel to Barnes Group, Inc.   |

| COMPANY                                  | CONTACT             | ADDRESS1                     | ADDRESS2                     | CITY             | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|--|---------------------|------------------------------|------------------------------|------------------|-------|------------|---------|--------------|--|---|
| Hiscock & Barclay, LLP                   | J. Eric Charlton    | 300 South Salina Street      | PO Box 4878                  | Syracuse         | NY    | 13221-4878 |         | 315-425-2716 | <a href="mailto:echarlton@hiscockbarclay.com">echarlton@hiscockbarclay.com</a>       | Counsel to GW Plastics, Inc.  |
| Hodgson Russ LLP                         | Garry M. Graber     | The Guaranty Building        | 140 Pearl Street, Suite 100  | Buffalo          | NY    | 14202-4040 |         | 716-856-4000 | <a href="mailto:ggrabber@hodgsonruss.com">ggrabber@hodgsonruss.com</a>               | Counsel to Hexcel Corporation; Unifrax I LLC f/k/a Unifrax Corporation  |
| Hodgson Russ LLP                         | James C. Thoman     | The Guaranty Building        | 140 Pearl Street, Suite 100  | Buffalo          | NY    | 14202-4040 |         | 716-856-4000 | <a href="mailto:jthoman@hodgsonruss.com">jthoman@hodgsonruss.com</a>                 | Counsel to Unifrax I LLC f/k/a Unifrax Corporation  |
| Hogan & Hartson L.L.P.                   | Audrey Moog         | Columbia Square              | 555 Thirteenth Street, N.W.  | Washington       | D.C.  | 20004-1109 |         | 202-637-5677 | <a href="mailto:amoog@hhlaw.com">amoog@hhlaw.com</a>                                 | Counsel to Umicore Autocat Canada Corp.   |
| Hogan & Hartson L.L.P.                   | Edward C. Dolan     | Columbia Square              | 555 Thirteenth Street, N.W.  | Washington       | D.C.  | 20004-1109 |         | 202-637-5677 | <a href="mailto:ecdolan@hhlaw.com">ecdolan@hhlaw.com</a>                             | Counsel to Umicore Autocat Canada Corp.   |
| Hogan & Hartson L.L.P.                   | Scott A. Golden     | 875 Third Avenue             |                              | New York         | NY    | 10022      |         | 212-918-3000 | <a href="mailto:sagolden@hhlaw.com">sagolden@hhlaw.com</a>                           | Counsel to XM Satellite Radio Inc.  |
| Hogan Lovells US LLP                     | Matthew P Morris    | 875 Third Avenue             |                              | New York         | NY    | 10022      |         | 212-918-3000 | <a href="mailto:matthew.morris@hoganlovells.com">matthew.morris@hoganlovells.com</a> | Counsel to TESA AG  |
| Honigman, Miller, Schwartz and Cohn, LLP | Donald T. Baty, Jr. | 2290 First National Building | 660 Woodward Avenue          | Detroit          | MI    | 48226      |         | 313-465-7314 | <a href="mailto:dbaty@honigman.com">dbaty@honigman.com</a>                           | Counsel to Fujitsu Ten Corporation of America   |
| Honigman, Miller, Schwartz and Cohn, LLP | E. Todd Sable       | 2290 First National Building | 660 Woodward Avenue          | Detroit          | MI    | 48226      |         | 313-465-7548 | <a href="mailto:tsable@honigman.com">tsable@honigman.com</a>                         | Counsel to Valeo Climate Control Corp.; Valeo Electrical Systems, Inc. - Motors and Actuators Division; Valeo Electrical Systems, Inc. - Wipers Division; Valeo Switches & Detection System, Inc. |
| Honigman, Miller, Schwartz and Cohn, LLP | I. W. Winsten, Esq. | 2290 First National Building | 660 Woodward Avenue          | Detroit          | MI    | 48226      |         | 313-465-7608 | <a href="mailto:iww@honigman.com">iww@honigman.com</a>                               | Counsel to Affina Group Holdings Inc.   |
| Honigman, Miller, Schwartz and Cohn, LLP | Lawrence J. Murphy  | 2290 First National Building | 660 Woodward Ave             | Detroit          | MI    | 48226      |         | 313-465-7488 | <a href="mailto:lmurphy@honigman.com">lmurphy@honigman.com</a>                       | Attorneys for Guide Corporation and Lightsource Parent Corporation  |
| Honigman, Miller, Schwartz and Cohn, LLP | Seth A Drucker      | 2290 First National Building | 660 Woodward Avenue Ste 2290 | Detroit          | MI    | 48226      |         | 313-465-7626 | <a href="mailto:sdrucker@honigman.com">sdrucker@honigman.com</a>                     | Counsel for Valeo Climate Control, Corp.  |
| Howard & Howard Attorneys PC             | Lisa S Gretchko     | 39400 Woodward Ave           | Ste 101                      | Bloomfield Hills | MI    | 48304-5151 |         | 248-723-0396 | <a href="mailto:lgretchko@howardandhoward.com">lgretchko@howardandhoward.com</a>     | Intellectual Property Counsel for Delphi Corporation, et al.  |
| Howick, Westfall, McBryan & Kaplan, LLP  | Louis G. McBryan    | 3101 Tower Creek Parkway     | Ste 600 One Tower Creek      | Atlanta          | GA    | 30339      |         | 678-384-7000 | <a href="mailto:lmcbryan@hwmklaw.com">lmcbryan@hwmklaw.com</a>                       | Counsel to Vanguard Distributors, Inc.  |
| Hunter & Schank Co. LPA                  | John J. Hunter      | One Canton Square            | 1700 Canton Avenue           | Toledo           | OH    | 43624      |         | 419-255-4300 | <a href="mailto:irhunter@hunterschank.com">irhunter@hunterschank.com</a>             | Counsel to ZF Group North America Operations, Inc.  |
| Hunter & Schank Co. LPA                  | Thomas J. Schank    | One Canton Square            | 1700 Canton Avenue           | Toledo           | OH    | 43624      |         | 419-255-4300 | <a href="mailto:tomschank@hunterschank.com">tomschank@hunterschank.com</a>           | Counsel to ZF Group North America Operations, Inc.  |
| Hunton & Williams LLP                    | Steven T. Holmes    | Energy Plaza, 30th Floor     | 1601 Bryan Street            | Dallas           | TX    | 75201      |         | 214-979-3000 | <a href="mailto:sholmes@hunton.com">sholmes@hunton.com</a>                           | Counsel to RF Monolithics, Inc.   |
| Hurwitz & Fine P.C.                      | Ann E. Evanko       | 1300 Liberty Building        |                              | Buffalo          | NY    | 14202      |         | 716-849-8900 | <a href="mailto:ae@hurwitzfine.com">ae@hurwitzfine.com</a>                           | Counsel to Jiffy-Tite Co., Inc.   |
| Ice Miller                               | Ben T. Caughey      | One American Square          | Box 82001                    | Indianapolis     | IN    | 46282-0200 |         | 317-236-2100 | <a href="mailto:Ben.Caughey@icemiller.com">Ben.Caughey@icemiller.com</a>             | Counsel to Sumco, Inc.  |

| COMPANY   | CONTACT                                    | ADDRESS1                     | ADDRESS2   | CITY          | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION   |
|---|--|------------------------------|------------|---------------|-------|------------|---------|--------------|--|--|
| Ice Miller LLP                                  | Henry A. Efroymsen                         | One American Square          | 29th Floor | Indianapolis  | IN    | 46482      |         | 317-236-2397 | <a href="mailto:henry.efroymsen@icemiller.com">henry.efroymsen@icemiller.com</a>   | Counsel to Fin Machine Co. Ltd   |
| Infineon Technologies North America Corporation | Greg Bibbes                                | 1730 North First Street      | M/S 11305  | San Jose      | CA    | 95112      |         | 408-501-6442 | <a href="mailto:greg.bibbes@infineon.com">greg.bibbes@infineon.com</a>   | General Counsel & Vice President for Infineon Technologies North America Corporation   |
| Infineon Technologies North America Corporation | Jeff Gillespie                             | 2529 Commerce Drive          | Suite H    | Kokomo        | IN    | 46902      |         | 765-454-2146 | <a href="mailto:jeffery.gillispie@infineon.com">jeffery.gillispie@infineon.com</a>   | Global Account Manager for Infineon Technologies North America   |
| International Union of Operating Engineers      | Richard Griffin                            | 1125-17th Avenue, N.W.       |            | Washington    | DC    | 20036      |         | 202-429-9100 | <a href="mailto:rgriffin@iuoe.org">rgriffin@iuoe.org</a>   | Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832 |
| Jackson Walker LLP                              | Bruce J. Ruzinsky                          | 1401 McKinney St Ste 1900    |            | Houston       | TX    | 77010      |         | 713-751-4200 | <a href="mailto:bruzinsky@jw.com">bruzinsky@jw.com</a>   | Counsel to Constellation NewEnergy, Inc.   |
| Jackson Walker LLP                              | Heather M. Forrest                         | 901 Main St Ste 600          |            | Dallas        | TX    | 75202      |         | 214-953-6000 | <a href="mailto:hforrest@jw.com">hforrest@jw.com</a>   | Counsel to Constellation NewEnergy, Inc.   |
| James R Scheuerle                               | Parmenter O'Toole                          | 601 Terrace Street           | PO Box 786 | Muskegon      | MI    | 49443-0786 |         | 231-722-1621 | <a href="mailto:JRS@Parmenterlaw.com">JRS@Parmenterlaw.com</a>   | Counsel to Port City Die Cast and Port City Group Inc  |
| Jason, Inc.                                     | Will Schultz, General Counsel              | 411 E. Wisconsin Ave         | Suite 2120 | Milwaukee     | WI    | 53202      |         | 414-277-2110 | <a href="mailto:wschultz@jasoninc.com">wschultz@jasoninc.com</a>   | General Counsel to Jason Incorporated  |
| Jenner & Block LLP                              | Ronald R. Peterson                         | One IBM Plaza                |            | Chicago       | IL    | 60611      |         | 312-222-9350 | <a href="mailto:rpeterson@jenner.com">rpeterson@jenner.com</a>   | Counsel to SPX Corporation (Contech Division), Alcan Rolled Products-Ravenswood, LLC, Tenneco Inc. and Contech LLC   |
| Johnston, Harris Gerde & Komarek, P.A.          | Jerry W. Gerde, Esq.                       | 239 E. 4th St.               |            | Panama City   | FL    | 32401      |         | 850-763-8421 | <a href="mailto:gerdekomarek@bellsouth.net">gerdekomarek@bellsouth.net</a>   | Counsel to Peggy C. Brannon, Bay County Tax Collector  |
| Jones Day                                       | Corinne Ball                               | 222 East 41st Street         |            | New York      | NY    | 10017      |         | 212-326-7844 | <a href="mailto:cball@jonesday.com">cball@jonesday.com</a>   | Counsel to WL. Ross & Co., LLC   |
| Jones Day                                       | Peter J. Benvenuti<br>Michaeline H. Correa | 555 California St 26th Floor |            | San Francisco | CA    | 94104      |         | 415-626-3939 | <a href="mailto:pibenvenuti@jonesday.com">pibenvenuti@jonesday.com</a><br><a href="mailto:mcorrea@jonesday.com">mcorrea@jonesday.com</a> | Attorneys for Symantec Corporation, Successor-in-Interest to Veritas Corporation   |
| Jones Day                                       | Scott J. Friedman                          | 222 East 41st Street         |            | New York      | NY    | 10017      |         | 212-326-3939 | <a href="mailto:sifriedman@jonesday.com">sifriedman@jonesday.com</a>   | Counsel to WL. Ross & Co., LLC   |
| Karel S. Karpe P.C. d/b/a KarpeLaw              | Karel S. Karpe                             | 44 Wall Street               | 12th Floor | New York      | NY    | 10005      |         | 212-461-2250 | <a href="mailto:kkarpe@karpelaw.com">kkarpe@karpelaw.com</a>   | Counsel to United Parcel Service   |
| Katten Muchin Rosenman LLP                      | John P. Sieger, Esq.                       | 525 West Monroe Street       |            | Chicago       | IL    | 60661      |         | 312-902-5200 | <a href="mailto:john.sieger@kattenlaw.com">john.sieger@kattenlaw.com</a>   | Counsel to TDK Corporation America and MEMC Electronic Materials, Inc.   |
| Kaye Scholer LLP                                | Richard G Smolev                           | 425 Park Avenue              |            | New York      | NY    | 10022-3598 |         | 212-236-8000 | <a href="mailto:rsmolev@kayescholer.com">rsmolev@kayescholer.com</a>   | Counsel to InPlay Technologies Inc   |
| Kegler, Brown, Hill & Ritter Co., LPA           | Kenneth R. Cookson                         | 65 East State Street         | Suite 1800 | Columbus      | OH    | 43215      |         | 614-426-5400 | <a href="mailto:kcookson@keglerbrown.com">kcookson@keglerbrown.com</a>   | Counsel to Solution Recovery Services  |

| COMPANY                                     | CONTACT   | ADDRESS1                                | ADDRESS2                             | CITY         | STATE | ZIP   | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|---|---|---|--------------------------------------|--------------|-------|-------|---------|--------------|--|---|
| Keller Rohrback L.L.P.                      | Lynn Lincoln Sarko<br>Cari Campen Laufenberg<br>Erin M. Riley | 1201 Third Avenue                       | Suite 3200                           | Seattle      | WA    | 98101 |         | 206-623-1900 | <a href="mailto:lsarko@kellerrohrback.com">lsarko@kellerrohrback.com</a><br><a href="mailto:claufenberg@kellerrohrback.com">claufenberg@kellerrohrback.com</a><br><a href="mailto:om_eriley@kellerrohrback.com">om_eriley@kellerrohrback.com</a> | Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States |
| Keller Rohrback P.L.C.                      | Gary A. Gotto   | National Bank Plaza                     | 3101 North Central Avenue, Suite 900 | Phoenix      | AZ    | 85012 |         | 602-248-0088 | <a href="mailto:ggotto@kellerrohrback.com">ggotto@kellerrohrback.com</a>   | Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States |
| Kelley Drye & Warren, LLP                   | Craig A. Wolfe  | 101 Park Avenue                         |                                      | New York     | NY    | 10178 |         | 212-808-7800 | <a href="mailto:cwolfe@kelleydrye.com">cwolfe@kelleydrye.com</a>   | Counsel to the Pension Benefit Guaranty Corporation   |
| Kelley Drye & Warren, LLP                   | Merrill B. Stone  | 101 Park Avenue                         |                                      | New York     | NY    | 10178 |         | 212-808-7800 | <a href="mailto:mstone@kelleydrye.com">mstone@kelleydrye.com</a>   | Counsel to the Pension Benefit Guaranty Corporation   |
| Kennedy, Jennick & Murray                   | Susan M. Jennik   | 113 University Place                    | 7th Floor                            | New York     | NY    | 10003 |         | 212-358-1500 | <a href="mailto:sjennik@kjmlabor.com">sjennik@kjmlabor.com</a>   | Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America   |
| Kennedy, Jennick & Murray                   | Thomas Kennedy  | 113 University Place                    | 7th Floor                            | New York     | NY    | 10003 |         | 212-358-1500 | <a href="mailto:tkennedy@kjmlabor.com">tkennedy@kjmlabor.com</a>   | Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America   |
| Kerr Russell & Weber PLC                    | James E. DeLine   | 500 Woodward Avenue                     | Suite 2500                           | Detroit      | MI    | 48226 |         | 313-961-0200 | <a href="mailto:jed@krwlaw.com">jed@krwlaw.com</a>   | Counsel to Pontiac Coil, Inc.   |
| Kerr Russell & Weber PLC                    | Patrick Warren Hunt   | 500 Woodward Avenue                     | Suite 2500                           | Detroit      | MI    | 48226 |         | 313-961-0200 | <a href="mailto:pwh@krwlaw.com">pwh@krwlaw.com</a>   | Counsel to Pontiac Coil, Inc.   |
| King & Spalding, LLP                        | H. Slayton Dabney, Jr.  | 1185 Avenue of the Americas             |                                      | New York     | NY    | 10036 |         | 212-556-2100 | <a href="mailto:sdabney@kslaw.com">sdabney@kslaw.com</a>   | Counsel to KPMG LLP   |
| Kirkland & Ellis LLP                        | David Spiegel   | 300 North LaSalle                       |                                      | Chicago      | IL    | 60654 |         | 312-862-2000 | <a href="mailto:david.spiegel@kirkland.com">david.spiegel@kirkland.com</a>   |   |
| Kirkland & Ellis LLP                        | Jim Stempel   | 200 East Randolph Drive                 |                                      | Chicago      | IL    | 60601 |         | 312-861-2000 | <a href="mailto:jstempel@kirkland.com">jstempel@kirkland.com</a>   | Counsel to Lunt Manufacturing Company   |
| Kirkpatrick & Lockhart Nicholson Graham LLP | Edward M. Fox   | 599 Lexington Avenue                    |                                      | New York     | NY    | 10022 |         | 212-536-4812 | <a href="mailto:efox@klnq.com">efox@klnq.com</a>   | Counsel to Wilmington Trust Company, as Indenture trustee   |
| Kokomo Gas & Fuel Company                   | Patti E Pope Revenue Recovery Manager                         | Northern Indiana Public Service Company | 801 East 86th Avenue                 | Merrillville | IN    | 46410 |         |              | <a href="mailto:pepope@nisource.com">pepope@nisource.com</a>   | Kokomo Gas & Fuel Company   |
| Kramer Levin Naftalis & Frankel LLP         | Jordan D Kaye   | 1177 Avenue of the Americas             |                                      | New York     | NY    | 10036 |         | 212-715-9489 | <a href="mailto:jkaye@kramerlevin.com">jkaye@kramerlevin.com</a>   | Counsel to HP Enterprise Services, LLC; Vishay Americas Inc.  |

| COMPANY  | CONTACT                  | ADDRESS1  | ADDRESS2            | CITY         | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|--|--------------------------|---|---------------------|--------------|-------|------------|---------|--------------|--|---|
| Krieg Devault LLP                                    | Lawrence W. Schmits Esq. | One Indiana Square, Suite 2800                    |                     | Indianapolis | IN    | 46204      |         | 317-238-6271 | <a href="mailto:lschmits@kdlegal.com">lschmits@kdlegal.com</a>                         | Co-Counsel for Delphi Salaried Retirees Association Benefit Trust VEBA Committee  |
| Krieg Devault LLP                                    | Patricia L. Beaty Esq    | One Indiana Square, Suite 2800                    |                     | Indianapolis | IN    | 46204      |         | 317-636-4341 | <a href="mailto:pbeaty@kdlegal.com">pbeaty@kdlegal.com</a>                             | Co-Counsel for Delphi Salaried Retirees Association Benefit Trust VEBA Committee  |
| Krugliak, Wilkins, Griffiths & Dougherty CO., L.P.A. | Sam O. Simmerman         | 4775 Munson Street N.W.                           | P.O. Box 36963      | Canton       | OH    | 44735-6963 |         | 330-497-0700 | <a href="mailto:sosimmerman@kwqd.com">sosimmerman@kwqd.com</a>                         | Counsel to for Millwood, Inc.   |
| Kutak Rock LLP                                       | Jay Selanders            | 1010 Grand Blvd Ste 500                           |                     | Kansas City  | MO    | 64106      |         | 816-502-4617 | <a href="mailto:jay.selanders@kutakrock.com">jay.selanders@kutakrock.com</a>           | Counsel to DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.               |
| Kutchin & Rufo, P.C.                                 | Edward D. Kutchin        | Two Center Plaza                                  | Suite 620           | Boston       | MA    | 02108-1906 |         | 617-542-3000 | <a href="mailto:ekutchin@kutchinrufo.com">ekutchin@kutchinrufo.com</a>                 | Counsel to Parlex Corporation   |
| Kutchin & Rufo, P.C.                                 | Kerry R. Northrup        | Two Center Plaza                                  | Suite 620           | Boston       | MA    | 02108-1906 |         | 617-542-3000 | <a href="mailto:knorthrup@bmklegal.com">knorthrup@bmklegal.com</a>                     | Counsel to Parlex Corporation   |
| Lambert. Leser, Isackson, Cook & Guinta, P.C.        | Adam D. Bruski           | 309 Davidson Building                             | PO Box 835          | Bay City     | MI    | 48707-0835 |         | 989-893-3518 | <a href="mailto:adbruski@lambertleser.com">adbruski@lambertleser.com</a>               | Counsel to Creditor Linamar Corp.   |
| Lambert. Leser, Isackson, Cook & Guinta, P.C.        | Susan M. Cook            | 309 Davidson Building                             | PO Box 835          | Bay City     | MI    | 48707-0835 |         | 989-893-3518 | <a href="mailto:smcook@lambertleser.com">smcook@lambertleser.com</a>                   | Counsel to Linamar Corporation  |
| Latham & Watkins                                     | Mark A. Broude           | 885 Third Avenue                                  |                     | New York     | NY    | 10022      |         | 212-906-1384 | <a href="mailto:mark.broude@lw.com">mark.broude@lw.com</a>                             | UCC Professional  |
| Latham & Watkins                                     | Michael J. Riela         | 885 Third Avenue                                  |                     | New York     | NY    | 10022      |         | 212-906-1200 | <a href="mailto:michael.riela@lw.com">michael.riela@lw.com</a>                         | UCC Professional  |
| Latham & Watkins                                     | Mitchell A. Seider       | 885 Third Avenue                                  |                     | New York     | NY    | 10022      |         | 212-906-1200 | <a href="mailto:mitchell.seider@lw.com">mitchell.seider@lw.com</a>                     | UCC Professional  |
| Latham & Watkins                                     | Robert Rosenberg         | 885 Third Avenue                                  |                     | New York     | NY    | 10022      |         | 212-906-1370 | <a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>                   | UCC Professional  |
| Law Offices of Michael O'Hayer                       | Michael O'Hayer Esq      | 22 N Walnut Street                                |                     | West Chester | PA    | 19380      |         | 610-738-1230 | <a href="mailto:mkohayer@aol.com">mkohayer@aol.com</a>                                 | Counsel to A-1 Specialized Services and Supplies Inc  |
| Lewis and Roca LLP                                   | Rob Charles, Esq.        | One South Church Street                           | Suite 700           | Tucson       | AZ    | 85701      |         | 520-629-4427 | <a href="mailto:rcharles@lrlaw.com">rcharles@lrlaw.com</a>                             | Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.                             |
| Lewis and Roca LLP                                   | Susan M. Freeman, Esq.   | 40 North Central Avenue                           | Suite 1900          | Phoenix      | AZ    | 85004-4429 |         | 602-262-5756 | <a href="mailto:sfreeman@lrlaw.com">sfreeman@lrlaw.com</a>                             | Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.                             |
| Linear Technology Corporation                        | John England, Esq.       | General Counsel for Linear Technology Corporation | 1630 McCarthy Blvd. | Milpitas     | CA    | 95035-7417 |         | 408-432-1900 | <a href="mailto:jengland@linear.com">jengland@linear.com</a>                           | Counsel to Linear Technology Corporation  |
| Linebarger Goggan Blair & Sampson, LLP               | Diane W. Sanders         | 1949 South IH 35 (78741)                          | P.O. Box 17428      | Austin       | TX    | 78760-7428 |         | 512-447-6675 | <a href="mailto:austin.bankruptcy@publicans.com">austin.bankruptcy@publicans.com</a>   | Counsel to Cameron County, Brownsville ISD  |
| Linebarger Goggan Blair & Sampson, LLP               | Elizabeth Weller         | 2323 Bryan Street                                 | Suite 1600          | Dallas       | TX    | 75201      |         | 214-880-0089 | <a href="mailto:dallas.bankruptcy@publicans.com">dallas.bankruptcy@publicans.com</a>   | Counsel to Dallas County and Tarrant County   |
| Linebarger Goggan Blair & Sampson, LLP               | John P. Dillman          | P.O. Box 3064                                     |                     | Houston      | TX    | 77253-3064 |         | 713-844-3478 | <a href="mailto:houston_bankruptcy@publicans.com">houston_bankruptcy@publicans.com</a> | Counsel in Charge for Taxing Authorities: Cypress-Fairbanks Independent School District, City of Houston, Harris County |
| Locke Lord Bissell & Liddell                         | Kevin J. Walsh           | 885 Third Avenue                                  | 26th Floor          | New York     | NY    | 10022-4802 |         | 212-812-8304 | <a href="mailto:kwals@lockelord.com">kwals@lockelord.com</a>                           | Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.                                      |
| Loeb & Loeb LLP                                      | P. Gregory Schwed        | 345 Park Avenue                                   |                     | New York     | NY    | 10154-0037 |         | 212-407-4000 | <a href="mailto:gschwed@loeb.com">gschwed@loeb.com</a>                                 | Counsel to Creditor The Interpublic Group of Companies, Inc. and Proposed Auditor Deloitte & Touche, LLP                |
| Loeb & Loeb LLP                                      | William M. Hawkins       | 345 Park Avenue                                   |                     | New York     | NY    | 10154      |         | 212-407-4000 | <a href="mailto:whawkins@loeb.com">whawkins@loeb.com</a>                               | Counsel to Industrial Ceramics Corporation  |



| COMPANY                                   | CONTACT                    | ADDRESS1                    | ADDRESS2            | CITY              | STATE   | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|---|----------------------------|-----------------------------|---------------------|-------------------|---------|------------|---------|--------------|--|---|
| Lowenstein Sandler PC                     | Bruce S. Nathan            | 1251 Avenue of the Americas |                     | New York          | NY      | 10020      |         | 212-262-6700 | <a href="mailto:bnathan@lowenstein.com">bnathan@lowenstein.com</a>       | Counsel to Daewoo International (America) Corp.   |
| Lowenstein Sandler PC                     | Ira M. Levee               | 1251 Avenue of the Americas | 18th Floor          | New York          | NY      | 10020      |         | 212-262-6700 | <a href="mailto:ilevee@lowenstein.com">ilevee@lowenstein.com</a>         | Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP   |
| Lowenstein Sandler PC                     | Kenneth A. Rosen           | 65 Livingston Avenue        |                     | Roseland          | NJ      | 07068      |         | 973-597-2500 | <a href="mailto:krosen@lowenstein.com">krosen@lowenstein.com</a>         | Counsel to Cerberus Capital Management, L.P.  |
| Lowenstein Sandler PC                     | Michael S. Etikin          | 1251 Avenue of the Americas | 18th Floor          | New York          | NY      | 10020      |         | 212-262-6700 | <a href="mailto:metkin@lowenstein.com">metkin@lowenstein.com</a>         | Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP   |
| Lowenstein Sandler PC                     | Scott Cargill              | 65 Livingston Avenue        |                     | Roseland          | NJ      | 07068      |         | 973-597-2500 | <a href="mailto:scargill@lowenstein.com">scargill@lowenstein.com</a>     | Counsel to Cerberus Capital Management, L.P.; AT&T Corporation  |
| Lowenstein Sandler PC                     | Vincent A. D'Agostino      | 65 Livingston Avenue        |                     | Roseland          | NJ      | 07068      |         | 973-597-2500 | <a href="mailto:vdagostino@lowenstein.com">vdagostino@lowenstein.com</a> | Counsel to AT&T Corporation   |
| Lyden, Liebenthal & Chappell, Ltd.        | Erik G. Chappell           | 5565 Airport Highway        | Suite 101           | Toledo            | OH      | 43615      |         | 419-867-8900 | <a href="mailto:egc@lydenlaw.com">egc@lydenlaw.com</a>                   | Counsel to Metro Fibres, Inc.   |
| Maddin, Hauser, Wartell, Roth & Heller PC | Alexander Stotland Esq     | 28400 Northwestern Hwy      | Third Floor         | Southfield        | MI      | 48034      |         | 248-354-4030 | <a href="mailto:axs@maddinhauser.com">axs@maddinhauser.com</a>           | Attorney for Danice Manufacturing Co.   |
| Madison Capital Management                | Joe Landen                 | 6143 South Willow Drive     | Suite 200           | Greenwood Village | CO      | 80111      |         | 303-957-4254 | <a href="mailto:ilanden@madisoncap.com">ilanden@madisoncap.com</a>       | Representative for Madison Capital Management   |
| Margulies & Levinson, LLP                 | Leah M. Caplan, Esq.       | 30100 Chagrin Boulevard     | Suite 250           | Pepper Pike       | OH      | 44124      |         | 216-514-4935 | <a href="mailto:lmc@ml-legal.com">lmc@ml-legal.com</a>                   | Counsel to Venture Plastics   |
| Mastromarco & Jahn, P.C.                  | Victor J. Mastromarco, Jr. | 1024 North Michigan Avenue  | P.O. Box 3197       | Saginaw           | MI      | 48605-3197 |         | 989-752-1414 | <a href="mailto:vmastromar@aol.com">vmastromar@aol.com</a>               | Counsel to H.E. Services Company and Robert Backie and Counsel to Cindy Palmer, Personal Representative to the Estate of Michael Palmer   |
| Masuda Funai Eifert & Mitchell, Ltd.      | Gary D. Santella           | 203 North LaSalle Street    | Suite 2500          | Chicago           | IL      | 60601-1262 |         | 312-245-7500 | <a href="mailto:gsantella@masudafunai.com">gsantella@masudafunai.com</a> | Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC and Hosiden America Corporation |
| McCarter & English, LLP                   | David J. Adler, Jr. Esq.   | 245 Park Avenue, 27th Floor |                     | New York          | NY      | 10167      |         | 212-609-6800 | <a href="mailto:dadler@mccarter.com">dadler@mccarter.com</a>             | Counsel to Ward Products, LLC   |
| McCarter & English, LLP                   | Eduardo J. Glas, Esq.      | Four Gateway Center         | 100 Mulberry Street | Newark            | NJ      | 07102-4096 |         | 913-622-4444 | <a href="mailto:eglas@mccarter.com">eglas@mccarter.com</a>               | Counsel to General Products Delaware Corporation  |
| McCarthy Tetrault LLP                     | Lorne P. Salzman           | 66 Wellington Street West   | Suite 4700          | Toronto           | Ontario | M5K 1E6    |         | 416-362-1812 | <a href="mailto:lsalzman@mccarthy.ca">lsalzman@mccarthy.ca</a>           | Counsel to Themselves (McCarthy Tetrault LLP)   |
| McDermott Will & Emery LLP                | Gary O. Ravert             | 340 Madison Avenue          |                     | New York          | NY      | 10017-1922 |         | 212-547-5477 | <a href="mailto:gravert@mwe.com">gravert@mwe.com</a>                     | Counsel for Temic Automotive of North America, Inc.   |
| McDermott Will & Emery LLP                | Stephen B. Selbst          | 340 Madison Avenue          |                     | New York          | NY      | 10017      |         | 212-547-5400 | <a href="mailto:sselbst@mwe.com">sselbst@mwe.com</a>                     | Counsel to National Semiconductor Corporation   |



| COMPANY  | CONTACT                           | ADDRESS1                | ADDRESS2                          | CITY           | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|--|-----------------------------------|-------------------------|-----------------------------------|----------------|-------|------------|---------|--------------|--|---|
| McDermott Will & Emery LLP   | Steven P. Handler Monica M. Quinn | 227 W Monroe St         |                                   | Chicago        | IL    | 60606      |         | 312-372-2000 | <a href="mailto:shandler@mwe.com">shandler@mwe.com</a><br><a href="mailto:mquinn@mwe.com">mquinn@mwe.com</a> | Counsel for Temic Automotive of North America, Inc.   |
| McDonald Hopkins Co., LPA  | Scott N. Opincar, Esq.            | 600 Superior Avenue, E. | Suite 2100                        | Cleveland      | OH    | 44114      |         | 216-348-5400 | <a href="mailto:sopincar@mcdonaldhopkins.com">sopincar@mcdonaldhopkins.com</a>                               | Counsel to Republic Engineered Products, Inc.   |
| McDonald Hopkins Co., LPA  | Shawn M. Riley, Esq.              | 600 Superior Avenue, E. | Suite 2100                        | Cleveland      | OH    | 44114      |         | 216-348-5400 | <a href="mailto:sriley@mcdonaldhopkins.com">sriley@mcdonaldhopkins.com</a>                                   | Counsel to Republic Engineered Products, Inc.   |
| McElroy, Deutsch, Mulvaney & Carpenter, LLP                                    | Jeffrey Bernstein, Esq.           | Three Gateway Center    | 100 Mulberry Street               | Newark         | NJ    | 07102-4079 |         | 973-622-7711 | <a href="mailto:jbernstein@mdmc-law.com">jbernstein@mdmc-law.com</a>   | Counsel to New Jersey Self-Insurers Guaranty Association  |
| McGuirewoods LLP   | Aaron G McCollough Esq            | One James Center        | 901 East Cary Street              | Richmond       | VA    | 23219-4030 |         | 804-775-1000 | <a href="mailto:amccollough@mcquirewoods.com">amccollough@mcquirewoods.com</a>                               | Counsel to Siemens Energy & Automation, Inc.  |
| McGuirewoods LLP   | Daniel F Blanks                   | One James Center        | 901 East Cary Street              | Richmond       | VA    | 23219      |         | 804-775-1000 | <a href="mailto:dblank@mcquirewoods.com">dblank@mcquirewoods.com</a>   | Counsel for CSX Transportation, Inc.  |
| McGuirewoods LLP   | John H Maddock III                | One James Center        | 901 East Cary Street              | Richmond       | VA    | 23219-4030 |         | 804-775-1178 | <a href="mailto:jmaddock@mcquirewoods.com">jmaddock@mcquirewoods.com</a>                                     | Counsel to Siemens Logistics Assembly Systems, Inc.; Counsel for CSX Transportation, Inc.                                     |
| Meyer, Suozzi, English & Klein, P.C.   | Attn Thomas R Slome Esq           | 990 Stewart Ave Ste 300 | PO Box 9194                       | Garden City    | NY    | 11530-9194 |         | 516-741-6565 | <a href="mailto:tslome@msek.com">tslome@msek.com</a>   | Counsel for Pamela Geller; JAE Electronics, Inc.  |
| Meyer, Suozzi, English & Klein, P.C.   | Hanan Kolko                       | 1350 Broadway           | Suite 501                         | New York       | NY    | 10018      |         | 212-239-4999 | <a href="mailto:hkolko@msek.com">hkolko@msek.com</a>   | Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America |
| Meyers Law Group, P.C.   | Merle C. Meyers                   | 44 Montgomery Street    | Suite 1010                        | San Francisco  | CA    | 94104      |         | 415-362-7500 | <a href="mailto:mmeyers@mlg-pc.com">mmeyers@mlg-pc.com</a>   | Counsel to Alps Automotive, Inc.  |
| Meyers, Rodbell & Rosenbaum, P.A.  | M. Evan Meyers                    | Berkshire Building      | 6801 Kenilworth Avenue, Suite 400 | Riverdale Park | MD    | 20737-1385 |         | 301-699-5800 | <a href="mailto:emeyers@mrllaw.net">emeyers@mrllaw.net</a>   | Counsel to Prince George County, Maryland   |
| Meyers, Rodbell & Rosenbaum, P.A.  | Robert H. Rosenbaum               | Berkshire Building      | 6801 Kenilworth Avenue, Suite 400 | Riverdale Park | MD    | 20737-1385 |         | 301-699-5800 | <a href="mailto:rrosenbaum@mrllaw.net">rrosenbaum@mrllaw.net</a>   | Counsel to Prince George County, Maryland   |
| Miami-Dade County Tax Collector  | April Burch                       | Paralegal Unit          | 140 West Flagler St Ste 1403      | Miami          | FL    | 33130      |         | 305-375-5314 | <a href="mailto:mdtcbkc@miamidade.gov">mdtcbkc@miamidade.gov</a>   | Paralegal Collection Specialist for Miami-Dade County   |
| Michael Cox  |                                   | Cadillac Place          | 3030 W. Grand Blvd., Suite 10-200 | Detroit        | MI    | 48202      |         | 313-456-0140 | <a href="mailto:miag@michigan.gov">miag@michigan.gov</a>   | Attorney General for State of Michigan, Department of Treasury  |
| Michigan Department of Labor and Economic Growth, Worker's Compensation Agency | Dennis J. Raterink                | PO Box 30736            |                                   | Lansing        | MI    | 48909-7717 |         | 517-373-1176 | <a href="mailto:raterinkd@michigan.gov">raterinkd@michigan.gov</a>   | Assistant Attorney General for Worker's Compensation Agency; Attorney for the Funds Administration for the State of Michigan  |
| Michigan Department of Labor and Economic Growth, Worker's Compensation Agency | Michael Cox                       | PO Box 30736            |                                   | Lansing        | MI    | 48909-7717 |         | 517-373-1820 | <a href="mailto:miag@michigan.gov">miag@michigan.gov</a>   | Attorney General for Worker's Compensation Agency; Attorney for the Funds Administration for the State of Michigan            |

| COMPANY  | CONTACT  | ADDRESS1                 | ADDRESS2               | CITY         | STATE | ZIP        | COUNTRY | PHONE  | EMAIL  | PARTY / FUNCTION   |
|--|--|--------------------------|------------------------|--------------|-------|------------|---------|--|--|--|
| Miles & Stockbridge, P.C.                          | Thomas D. Renda  | 10 Light Street          |                        | Baltimore    | MD    | 21202      |         | 410-385-3418                                 | <a href="mailto:trenda@milesstockbridge.com">trenda@milesstockbridge.com</a>   | Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminim Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc. |
| Miller & Martin PLLC                               | Dale Allen   | 150 Fourth Ave North     | Ste 1200               | Nashville    | TN    | 37219      |         |  | <a href="mailto:vjones@millermartin.com">vjones@millermartin.com</a>   | Counsel to Averitt Express   |
| Miller Johnson                                     | Thomas P. Sarb   | 250 Monroe Avenue, N.W.  | Suite 800, PO Box 306  | Grand Rapids | MI    | 49501-0306 |         | 616-831-1748                                 | <a href="mailto:sarbt@millerjohnson.com">sarbt@millerjohnson.com</a>   | Counsel to Pridgeon & Clay, Inc.   |
| Miller, Canfield, Paddock and Stone, P.L.C.        | Robert D. Wolford  |                          |                        |              |       |            |         | 616-831-1726                                 | <a href="mailto:wolfordr@millerjohnson.com">wolfordr@millerjohnson.com</a>   | Counsel to Wells Operating Partnership, LP   |
| Miller, Canfield, Paddock and Stone, P.L.C.        | Jonathan S. Green  | 150 W. Jefferson Avenue  | Suite 2500             | Detroit      | MI    | 48226      |         | 313-496-8452                                 | <a href="mailto:greenj@millercanfield.com">greenj@millercanfield.com</a>   | Counsel to Brose North America Holding LP and its affiliates   |
| Miller, Canfield, Paddock and Stone, P.L.C.        | Marc N. Swanson  | 150 W. Jefferson Avenue  | Suite 2500             | Detroit      | MI    | 48226      |         | 313-963-6420                                 | <a href="mailto:swansonm@millercanfield.com">swansonm@millercanfield.com</a>   | Counsel to Niles USA Inc.; Techcentral, LLC; The Bartech Group, Inc.; Fischer Automotive Systems   |
| Miller, Canfield, Paddock and Stone, P.L.C.        | Timothy A. Fusco   | 150 W. Jefferson Avenue  | Suite 2500             | Detroit      | MI    | 48226      |         | 313-496-8435                                 | <a href="mailto:fusco@millercanfield.com">fusco@millercanfield.com</a>   | Counsel to Hitachi Automotive Products (USA), Inc. and Conceria Pasubio  |
| Mintz, Levin, Cohn, Ferris Glovsky and Pepco, P.C. | Paul J. Ricotta  | One Financial Center     |                        | Boston       | MA    | 02111      |         | 617-542-6000                                 | <a href="mailto:piricotta@mintz.com">piricotta@mintz.com</a><br><a href="mailto:pricotta@mintz.com">pricotta@mintz.com</a>   | Counsel to Molex Connector Corp  |
| Molex Connector Corp                               | Jeff Ott   | 2222 Wellington Ct.      |                        | Lisle        | IL    | 60532      |         | 630-527-4254                                 | <a href="mailto:Jeff.Ott@molex.com">Jeff.Ott@molex.com</a>   | Counsel to ITT Industries, Inc.; Hitachi Chemical (Singapore), Ltd.  |
| Morgan, Lewis & Bockius LLP                        | Andrew D. Gottfried  | 101 Park Avenue          |                        | New York     | NY    | 10178-0060 |         | 212-309-6000                                 | <a href="mailto:agottfried@morganlewis.com">agottfried@morganlewis.com</a>   | Counsel to Hitachi Chemical (Singapore) Pte, Ltd.  |
| Morgan, Lewis & Bockius LLP                        | Menachem O. Zelmanovitz  | 101 Park Avenue          |                        | New York     | NY    | 10178      |         | 212-309-6000                                 | <a href="mailto:mzelmanovitz@morganlewis.com">mzelmanovitz@morganlewis.com</a>   | Counsel to Sumitomo Corporation  |
| Morgan, Lewis & Bockius LLP                        | Richard W. Esterkin, Esq.  | 300 South Grand Avenue   |                        | Los Angeles  | CA    | 90017      |         | 213-612-1163                                 | <a href="mailto:resterkin@morganlewis.com">resterkin@morganlewis.com</a>   | Counsel to Standard Microsystems Corporation and its direct and indirect subsidiaries Oasis SiliconSystems AG and SMSC NA Automotive, LLC (successor-in-interest to Oasis Silicon Systems, Inc.)   |
| Moritt Hock Hamroff & Horowitz LLP                 | Leslie Ann Berkoff   | 400 Garden City Plaza    |                        | Garden City  | NY    | 11530      |         | 516-873-2000                                 | <a href="mailto:lberkoff@morithhock.com">lberkoff@morithhock.com</a>   | Counsel to The Timken Corporation  |
| Moses & Singer LLP                                 | James M. Sullivan Esq.   | The Chrysler Building    | 405 Lexington Avenue   | New York     | NY    | 10174      |         | 212-554-7800                                 | <a href="mailto:jsullivan@mosessinger.com">jsullivan@mosessinger.com</a>   | Counsel to Texas Instruments Incorporated  |
| Munsch Hardt Kopf & Harr, P.C.                     | Raymond J. Urbanik, Esq., Joseph J. Wielebinski, Esq. and Davor Rukavina, Esq. | 3800 Lincoln Plaza       | 500 North Akard Street | Dallas       | RX    | 75201-6659 |         | 214-855-7590<br>214-855-7561<br>214-855-7587 | <a href="mailto:rurbanik@munsch.com">rurbanik@munsch.com</a><br><a href="mailto:wielebinski@munsch.com">wielebinski@munsch.com</a><br><a href="mailto:drukavina@munsch.com">drukavina@munsch.com</a> | Counsel to Lankfer Diversified Industries, Inc.  |
| Nantz, Litowich, Smith, Girard & Hamilton, P.C.    | Sandra S. Hamilton   | 2025 East Beltline, S.E. | Suite 600              | Grand Rapids | MI    | 49546      |         | 616-977-0077                                 | <a href="mailto:sandy@nlsq.com">sandy@nlsq.com</a>   |  |

| COMPANY  | CONTACT   | ADDRESS1  | ADDRESS2                  | CITY            | STATE    | ZIP                 | COUNTRY | PHONE                        | EMAIL  | PARTY / FUNCTION  |
|--|---|---|---------------------------|-----------------|----------|---------------------|---------|------------------------------|--|---|
| Nathan, Neuman & Nathan, P.C.  | Kenneth A. Nathan   | 29100 Northwestern Highway  | Suite 260                 | Southfield      | MI       | 48034               |         | 248-351-0099                 | <a href="mailto:Knathan@nathanneuman.com">Knathan@nathanneuman.com</a>   | Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties |
| National City Commercial Capital   | Lisa M. Moore   | 995 Dalton Avenue   |                           | Cincinnati      | OH       | 45203               |         | 513-455-2390                 | <a href="mailto:lmoore@pnc.com">lmoore@pnc.com</a>   | Vice President and Senior Counsel to National City Commercial Capital   |
| Nelson Mullins Riley & Scarborough                                       | George B. Cauthen   | 1320 Main Street, 17th Floor  | PO Box 11070              | Columbia        | SC       | 29201               |         | 803-7255-9425                | <a href="mailto:george.cauthen@nelsonmullins.com">george.cauthen@nelsonmullins.com</a>   | Counsel to Datwyler Rubber & Plastics, Inc.; Datwyler, Inc.; Datwyler i/o devices (Americas), Inc.; Rothrist Tube (USA), Inc.   |
| New Jersey Attorney General's Office Division of Law                     | Tracy E Richardson<br>Deputy Attorney General             | R.J. Hughes Justice Complex   | 25 Market St P.O. Box 106 | Trenton         | NJ       | 08628-0106          |         | 609-292-1537                 | <a href="mailto:tracy.richardson@dol.lps.state.nj.us">tracy.richardson@dol.lps.state.nj.us</a>   | Deputy Attorney General - State of New Jersey Division of Taxation  |
| Nixon Peabody LLP  | Victor G. Milione<br>Christopher M. Desiderio             | 437 Madison Ave   |                           | New York        | NY       | 10022               |         | 212-940-3000                 | <a href="mailto:cdesiderio@nixonpeabody.com">cdesiderio@nixonpeabody.com</a><br><a href="mailto:vmilione@nixonpeabody.com">vmilione@nixonpeabody.com</a> | Counsel to Corning Inc., Corning Incorporated, and Corning  |
| North Point  | David G. Heiman   | 901 Lakeside Avenue   |                           | Cleveland       | OH       | 44114               |         | 216-586-3939                 | <a href="mailto:dgheiman@jonesday.com">dgheiman@jonesday.com</a>   | Counsel to WL. Ross & Co., LLC  |
| Office of the Chapter 13 Trustee<br>Office of the Texas Attorney General | Camille Hope<br>Jay W. Hurst                              | P.O. Box 954<br>P.O. Box 12548  |                           | Macon<br>Austin | GA<br>TX | 31202<br>78711-2548 |         | 478-742-8706<br>512-475-4861 | <a href="mailto:cahope@chapter13macon.com">cahope@chapter13macon.com</a><br><a href="mailto:jay.hurst@oag.state.tx.us">jay.hurst@oag.state.tx.us</a>     | Office of the Chapter 13 Trustee<br>Counsel to The Texas Comptroller of Public Accounts   |
| Ohio Environmental Protection Agency                                     | c/o Michelle T. Sutter<br>Michael M. Zizza, Legal Manager | Principal Assistant Attorney General Environmental Enforcement Section<br>44 Manning Road | 30 E Broad St 25th Fl     | Columbus        | OH       | 43215               |         | 614-466-2766                 | <a href="mailto:msutter@ag.state.oh.us">msutter@ag.state.oh.us</a>   | Attorney for State of Ohio, Environmental Protection Agency   |
| Orbotech, Inc.   |   |   |                           | Billerica       | MA       | 01821               |         | 978-901-5025                 | <a href="mailto:michaelz@orbotech.com">michaelz@orbotech.com</a>   | Company   |
| O'Rourke Katten & Moody  | Michael Moody   | 55 W Wacker Dr  | Ste 1400                  | Chicago         | IL       | 60615               |         | 312-849-2020                 | <a href="mailto:mmoody@orourkeandmoody.com">mmoody@orourkeandmoody.com</a>   | Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services  |
| Orrick, Herrington & Sutcliffe LLP                                       | Alyssa Englund, Esq.                                      | 666 Fifth Avenue  |                           | New York        | NY       | 10103               |         | 212-506-5187                 | <a href="mailto:aenglund@orrick.com">aenglund@orrick.com</a>   | Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.   |
| Orrick, Herrington & Sutcliffe LLP                                       | Frederick D. Holden, Jr., Esq.                            | 405 Howard Street   |                           | San Francisco   | CA       | 94105               |         | 415-773-5700                 | <a href="mailto:fholden@orrick.com">fholden@orrick.com</a>   | Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.   |
| Orrick, Herrington & Sutcliffe LLP                                       | Raniero D'Aversa, Jr.                                     | 51 West 52nd Street at 6th Avenue   |                           | New York        | NY       | 10103-0001          |         | 212-506-3715                 | <a href="mailto:Rdaversa@orrick.com">Rdaversa@orrick.com</a>   | Counsel to Bank of America, N.A.  |
| Pachulski Stang Ziehl & Jones LLP  | Michael R. Seidl  | 919 N. Market Street, 17th Floor  | P.O. Box 8705             | Wilmington      | DE       | 19899-8705          |         | 302-652-4100                 | <a href="mailto:mseidl@pszilaw.com">mseidl@pszilaw.com</a>   | Counsel for Essex Group, Inc.   |
| Pachulski Stang Ziehl & Jones LLP  | Robert J. Feinstein<br>Ilan D. Scharf                     | 780 Third Avenue, 36th Floor  |                           | New York        | NY       | 10017-2024          |         | 212-561-7700                 | <a href="mailto:rfeinstein@pszilaw.com">rfeinstein@pszilaw.com</a><br><a href="mailto:lscharf@pszilaw.com">lscharf@pszilaw.com</a>                       | Counsel for Essex Group, Inc.   |
| Patterson Belknap Webb & Tyler LLP                                       | Daniel A. Lowenthal                                       | 1133 Avenue of the Americas   |                           | New York        | NY       | 10036               |         | 212-336-2720                 | <a href="mailto:dalowenthal@pbwt.com">dalowenthal@pbwt.com</a>   | Counsel to American Finance Group, Inc. d/b/a Guaranty Capital Corporation  |

| COMPANY                                  | CONTACT                                 | ADDRESS1                    | ADDRESS2                          | CITY         | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|--|---|-----------------------------|-----------------------------------|--------------|-------|------------|---------|--------------|--|---|
| Patterson Belknap Webb & Tyler LLP       | David W. Dykhouse<br>Phyllis S. Wallitt | 1133 Avenue of the Americas |                                   | New York     | NY    | 10036-6710 |         | 212-336-2000 | <a href="mailto:dwdykhouse@pbwt.com">dwdykhouse@pbwt.com</a>                   | Attorneys for Fry's Metals Inc. and Specialty Coatings Systems Eft  |
| Paul H. Spaeth Co. LPA                   | Paul H. Spaeth                          | 130 W Second St Ste 450     |                                   | Dayton       | OH    | 45402      |         | 937-223-1655 | <a href="mailto:spaethlaw@phslaw.com">spaethlaw@phslaw.com</a>                 | Attorneys for F&G Multi-Slide Inc and F&G Tool & Die Co. Inc.   |
| Paul, Weiss, Rifkind, Wharton & Garrison | Andrew N. Rosenberg                     | 1285 Avenue of the Americas |                                   | New York     | NY    | 10019-6064 |         | 212-373-3000 | <a href="mailto:arosenberg@paulweiss.com">arosenberg@paulweiss.com</a>         | Counsel to Merrill Lynch, Pierce, Fenner & Smith, Incorporated  |
| Paul, Weiss, Rifkind, Wharton & Garrison | Douglas R. Davis                        | 1285 Avenue of the Americas |                                   | New York     | NY    | 10019-6064 |         | 212-373-3000 | <a href="mailto:ddavis@paulweiss.com">ddavis@paulweiss.com</a>                 | Counsel to Noma Company and General Chemical Performance Products LLC   |
| Paul, Weiss, Rifkind, Wharton & Garrison | Elizabeth R. McColm                     | 1285 Avenue of the Americas |                                   | New York     | NY    | 10019-6064 |         | 212-373-3000 | <a href="mailto:emccolm@paulweiss.com">emccolm@paulweiss.com</a>               | Counsel to Noma Company and General Chemical Performance Products LLC   |
| Peggy Housner                            |   | Cadillac Place              | 3030 W. Grand Blvd., Suite 10-200 | Detroit      | MI    | 48202      |         | 313-456-0140 | <a href="mailto:housnerp@michigan.gov">housnerp@michigan.gov</a>               | Assistant Attorney General for State of Michigan, Department of Treasury  |
| Penachio Malara LLP                      | Anne Penachio                           | 235 Main Street             | Suite 600A                        | White Plains | NY    | 10601      |         | 914-946-2889 | <a href="mailto:apenachio@pmlawlp.com">apenachio@pmlawlp.com</a>               | Counsel to UVA Machine Company and its successors by acquisition  |
| Pepper, Hamilton LLP                     | Francis J. Lawall                       | 3000 Two logan Square       | Eighteenth & Arch Streets         | Philadelphia | PA    | 19103-2799 |         | 215-981-4000 | <a href="mailto:lawallf@pepperlaw.com">lawallf@pepperlaw.com</a>               | Counsel to Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)                                   |
| Pepper, Hamilton LLP                     | Henry Jaffe                             | 1313 Market Street          | PO Box 1709                       | Wilmington   | DE    | 19899-1709 |         | 302-777-6500 | <a href="mailto:jaffeh@pepperlaw.com">jaffeh@pepperlaw.com</a>                 | Counsel to SKF USA, Inc.  |
| Pepper, Hamilton LLP                     | Nina M. Varughese                       | 3000 Two Logan Square       | Eighteenth & Arch Streets         | Philadelphia | PA    | 19103-2799 |         | 215-981-4000 | <a href="mailto:varughesen@pepperlaw.com">varughesen@pepperlaw.com</a>         | Counsel to Capro, Ltd; Teleflex Automotive Manufacturing Corporation; Teleflex Incorporated; Ametek; Cleo, Inc.; Sierra International, Inc.                   |
| Pickrel Shaeffer & Ebeling               | Sarah B. Carter Esq                     | 2700 Kettering Tower        |                                   | Dayton       | OH    | 45423-2700 |         | 937-223-1130 | <a href="mailto:scarter@pselaw.com">scarter@pselaw.com</a>                     |   |
| Pierce Atwood LLP                        | Jacob A. Manheimer                      | One Monument Square         |                                   | Portland     | ME    | 04101      |         | 207-791-1100 | <a href="mailto:jmanheimer@pierceatwood.com">jmanheimer@pierceatwood.com</a>   | Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A. |
| Pierce Atwood LLP                        | Keith J. Cunningham                     | One Monument Square         |                                   | Portland     | ME    | 04101      |         | 207-791-1100 | <a href="mailto:kcunningham@pierceatwood.com">kcunningham@pierceatwood.com</a> | Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A. |
| Pietragallo Bosick & Gordon LLP          | Richard J. Parks                        | 54 Buhl Blvd                |                                   | Sharon       | PA    | 16146      |         | 724-981-1397 | <a href="mailto:rjp@pbandg.com">rjp@pbandg.com</a>                             | Counsel to Ideal Tool Company, Inc.   |
| Pillsbury Winthrop Shaw Pittman LLP      | Karen B. Dine                           | 1540 Broadway               |                                   | New York     | NY    | 10036-4039 |         | 212-858-1000 | <a href="mailto:karen.dine@pillsburylaw.com">karen.dine@pillsburylaw.com</a>   | Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America  |

| COMPANY  | CONTACT                                 | ADDRESS1                  | ADDRESS2       | CITY       | STATE | ZIP        | COUNTRY | PHONE          | EMAIL  | PARTY / FUNCTION  |
|--|---|---------------------------|----------------|------------|-------|------------|---------|----------------|--|---|
| Pillsbury Winthrop Shaw Pittman LLP                          | Margot P. Erlich                        | 1540 Broadway             |                | New York   | NY    | 10036-4039 |         | 212-858-1000   | <a href="mailto:margot.erlich@pillsburylaw.com">margot.erlich@pillsburylaw.com</a>                             | Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation  |
| Pillsbury Winthrop Shaw Pittman LLP                          | Mark D. Houle                           | 650 Town Center Drive     | Ste 550        | Costa Mesa | CA    | 92626-7122 |         | 714-436-6800   | <a href="mailto:mark.houle@pillsburylaw.com">mark.houle@pillsburylaw.com</a>                                   | Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America  |
| Pillsbury Winthrop Shaw Pittman LLP                          | Richard L. Epling                       | 1540 Broadway             |                | New York   | NY    | 10036-4039 |         | 212-858-1000   | <a href="mailto:richard.epling@pillsburylaw.com">richard.epling@pillsburylaw.com</a>                           | Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation  |
| Pillsbury Winthrop Shaw Pittman LLP                          | Robin L. Spear                          | 1540 Broadway             |                | New York   | NY    | 10036-4039 |         | 212-858-1000   | <a href="mailto:robin.spear@pillsburylaw.com">robin.spear@pillsburylaw.com</a>                                 | Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation  |
| Porzio, Bromberg & Newman, P.C.                              | Brett S. Moore, Esq.                    | 100 Southgate Parkway     | P.O. Box 1997  | Morristown | NJ    | 07960      |         | 973-538-4006   | <a href="mailto:bsmoore@pbnlaw.com">bsmoore@pbnlaw.com</a>   |   |
| Porzio, Bromberg & Newman, P.C.                              | John S. Mairo, Esq.                     | 100 Southgate Parkway     | P.O. Box 1997  | Morristown | NJ    | 07960      |         | 973-538-4006   | <a href="mailto:jsmairo@pbnlaw.com">jsmairo@pbnlaw.com</a>   | Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc.  |
| Previant, Goldberg, Uelman, Gratz, Miller & Brueggeman, S.C. | Jill M. Hartley and Marianne G. Robbins | 1555 N. RiverCenter Drive | Suite 202      | Milwaukee  | WI    | 53212      |         | 414-271-4500   | <a href="mailto:jh@previant.com">jh@previant.com</a><br><a href="mailto:mgr@previant.com">mgr@previant.com</a> | Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10 |
| PriceWaterHouseCoopers                                       | Enrique Bujidos                         | Almagro                   | 40             | Madrid     |       | 28010      | Spain   | 34 915 684 356 | <a href="mailto:enrique.bujidos@es.pwc.com">enrique.bujidos@es.pwc.com</a>                                     | Representative to DASE  |
| QAD, Inc.  | Stephen Tyler Esq                       | 10,000 Midlantic Drive    | Suite 100 West | Mt. Laurel | NJ    | 08054      |         | 856-840-2870   | <a href="mailto:xst@qad.com">xst@qad.com</a>   | Counsel to QAD, Inc.  |
| Quarles & Brady LLP  | Kasey C. Nye                            | One South Church Street   |                | Tucson     | AZ    | 85701      |         | 520-770-8717   | <a href="mailto:knye@quarles.com">knye@quarles.com</a>   | Counsel to Offshore International, Inc.; Maquilas Teta Kawi, S.A. de C.V.; On Semiconductor Corporation; Flambeau Inc.  |
| Quarles & Brady LLP  | Roy Prange                              | 33 E Main St Ste 900      |                | Madison    | WI    | 53703-3095 |         | 608-283-2485   | <a href="mailto:rjp@quarles.com">rjp@quarles.com</a>   | Counsel for Flambeau Inc.   |
| Quarles & Brady LLP  | Valerie L. Bailey-Rihn Esq              | 33 E Main St Ste 900      |                | Madison    | WI    | 53703      |         | 608-283-2407   | <a href="mailto:valerie.bailey-rihn@quarles.com">valerie.bailey-rihn@quarles.com</a>                           | Counsel to Charter Manufacturing Co., Charter Mfg. Co. Inc., Charter Steel and Milwaukee Wire Products  |
| Reed Smith   | Ann Pille                               | 10 South Wacker Drive     |                | Chicago    | IL    | 60606      |         | 312-207-1000   | <a href="mailto:apille@reedsmith.com">apille@reedsmith.com</a>   | Counsel to Infineon; Infineon Technologies  |
| Republic Engineered Products, Inc.                           | Joseph A Kaczka                         | 3770 Embassy Parkway      |                | Akron      | OH    | 44333      |         | 330-670-3215   | <a href="mailto:jkaczka@republicengineered.com">jkaczka@republicengineered.com</a>                             | Counsel to Republic Engineered Products, Inc.   |
| Riddell Williams P.S.  | Joseph E. Shickich, Jr.                 | 1001 4th Ave.             | Suite 4500     | Seattle    | WA    | 98154-1195 |         | 206-624-3600   | <a href="mailto:jshickich@riddellwilliams.com">jshickich@riddellwilliams.com</a>                               | Counsel to Microsoft Corporation; Microsoft Licensing, GP   |
| Rieck and Crotty PC  | Jerome F Crotty                         | 55 West Monroe Street     | Suite 3390     | Chicago    | IL    | 60603      |         | 312-726-4646   | <a href="mailto:jcrotty@rieckcrotty.com">jcrotty@rieckcrotty.com</a>   | Counsel to Mary P. O'Neill and Liam P. O'Neill  |

| COMPANY   | CONTACT                  | ADDRESS1                    | ADDRESS2                    | CITY             | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|---|--------------------------|-----------------------------|-----------------------------|------------------|-------|------------|---------|--------------|--|---|
| Russell Reynolds Associates, Inc.                     | Charles E. Boulbol, P.C. | 26 Broadway, 17th Floor     |                             | New York         | NY    | 10004      |         | 212-825-9457 | <a href="mailto:rtrack@msn.com">rtrack@msn.com</a>                                 | Counsel to Russell Reynolds Associates, Inc.  |
| Satterlee Stephens Burke & Burke LLP                  | Christopher R. Belmonte  | 230 Park Avenue             |                             | New York         | NY    | 10169      |         | 212-818-9200 | <a href="mailto:cbelmonte@ssbb.com">cbelmonte@ssbb.com</a>                         | Counsel to Moody's Investors Service  |
| Satterlee Stephens Burke & Burke LLP                  | Pamela A. Bosswick       | 230 Park Avenue             |                             | New York         | NY    | 10169      |         | 212-818-9200 | <a href="mailto:pbosswick@ssbb.com">pbosswick@ssbb.com</a>                         | Counsel to Moody's Investors Service  |
| Satterlee Stephens Burke & Burke LLP                  | Roberto Carrillo         | 230 Park Avenue             | Suite 1130                  | New York         | NY    | 10169      |         | 212-818-9200 | <a href="mailto:rcarrillo@ssbb.com">rcarrillo@ssbb.com</a>                         | Attorney's for Tecnomec S.r.L.  |
| Schafer and Weiner PLLC                               | Daniel Weiner            | 40950 Woodward Ave.         | Suite 100                   | Bloomfield Hills | MI    | 48304      |         | 248-540-3340 | <a href="mailto:dweiner@schaferandweiner.com">dweiner@schaferandweiner.com</a>     | Counsel to Dott Industries, Inc.  |
| Schafer and Weiner PLLC                               | Howard Borin             | 40950 Woodward Ave.         | Suite 100                   | Bloomfield Hills | MI    | 48304      |         | 248-540-3340 | <a href="mailto:hborin@schaferandweiner.com">hborin@schaferandweiner.com</a>       | Counsel to Dott Industries, Inc.  |
| Schafer and Weiner PLLC                               | Ryan Heilman             | 40950 Woodward Ave.         | Suite 100                   | Bloomfield Hills | MI    | 48304      |         | 248-540-3340 | <a href="mailto:rheilman@schaferandweiner.com">rheilman@schaferandweiner.com</a>   | Counsel to Dott Industries, Inc.  |
| Schiff Hardin LLP                                     | Eugene J. Geekie, Jr.    | 7500 Sears Tower            |                             | Chicago          | IL    | 60606      |         | 312-258-5635 | <a href="mailto:egeekie@schiffhardin.com">egeekie@schiffhardin.com</a>             | Counsel to Means Industries   |
| Schulte Roth & Zabel LLP                              | David J. Karp            | 919 Third Avenue            |                             | New York         | NY    | 10022      |         | 212-756-2000 | <a href="mailto:david.karp@srz.com">david.karp@srz.com</a>                         | Counsel to Parnassus Holdings II, LLC and Platinum Equity Capital Partners II, LP       |
| Schulte Roth & Zabel LLP                              | James T. Bentley         | 919 Third Avenue            |                             | New York         | NY    | 10022      |         | 212-756-2273 | <a href="mailto:james.bentley@srz.com">james.bentley@srz.com</a>                   | Counsel to Panasonic Automotive Systems Company of America                              |
| Schulte Roth & Zabel LLP                              | Michael L. Cook          | 919 Third Avenue            |                             | New York         | NY    | 10022      |         | 212-756-2000 | <a href="mailto:michael.cook@srz.com">michael.cook@srz.com</a>                     | Counsel to Panasonic Automotive Systems Company of America; D.C. Capital Partners, L.P. |
| Schwartz Lichtenberg LLP                              | Barry E Lichtenberg Esq  | 420 Lexington Ave Ste 2400  |                             | New York         | NY    | 10170      |         | 212-389-7818 | <a href="mailto:barryster@att.net">barryster@att.net</a>                           | Counsel to Marybeth Cunningham  |
| Seyfarth Shaw LLP                                     | Paul M. Baisier, Esq.    | 1545 Peachtree Street, N.E. | Suite 700                   | Atlanta          | GA    | 30309-2401 |         | 404-885-1500 | <a href="mailto:pbaisier@seyfarth.com">pbaisier@seyfarth.com</a>                   | Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.               |
| Seyfarth Shaw LLP                                     | Robert W. Dremluk        | 620 Eighth Ave              |                             | New York         | NY    | 10018-1405 |         | 212-218-5500 | <a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>                   | Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.               |
| Seyfarth Shaw LLP                                     | William J. Hanlon        | World Trade Center East     | Two Seaport Lane, Suite 300 | Boston           | MA    | 02210      |         | 617-946-4800 | <a href="mailto:whanlon@seyfarth.com">whanlon@seyfarth.com</a>                     | Counsel to le Belier/LBQ Foundry S.A. de C.V.   |
| Shaw Gussis Fishman Glantz Wolfson & Towbin LLC       | Brian L Shaw             | 321 N. Clark St.            | Suite 800                   | Chicago          | IL    | 60654      |         | 312-541-0151 | <a href="mailto:bshaw100@shawgussis.com">bshaw100@shawgussis.com</a>               | Counsel to ATC Logistics & Electronics, Inc.  |
| Sheehan Phinney Bass + Green Professional Association | Bruce A. Harwood         | 1000 Elm Street             | P.O. Box 3701               | Manchester       | NH    | 03105-3701 |         | 603-627-8139 | <a href="mailto:bharwood@sheehan.com">bharwood@sheehan.com</a>                     | Counsel to Source Electronics, Inc.   |
| Sheldon S. Toll PLLC                                  | Sheldon S. Toll          | 2000 Town Center            | Suite 2550                  | Southfield       | MI    | 48075      |         | 248-358-2460 | <a href="mailto:lawtoll@comcast.net">lawtoll@comcast.net</a>                       | Counsel to Milwaukee Investment Company   |
| Sheppard Mullin Richter & Hampton LLP                 | Eric Waters              | 30 Rockefeller Plaza        | 24th Floor                  | New York         | NY    | 10112      |         | 212-332-3800 | <a href="mailto:ewaters@sheppardmullin.com">ewaters@sheppardmullin.com</a>         | Counsel to Gary Whitney   |
| Sheppard Mullin Richter & Hampton LLP                 | Malani J. Sternstein     | 30 Rockefeller Plaza        | 24th Floor                  | New York         | NY    | 10112      |         | 212-332-3800 | <a href="mailto:msternstein@sheppardmullin.com">msternstein@sheppardmullin.com</a> | Counsel to International Rectifier Corp. and Gary Whitney                               |
| Sheppard Mullin Richter & Hampton LLP                 | Theodore A. Cohen        | 333 South Hope Street       | 48th Floor                  | Los Angeles      | CA    | 90071      |         | 213-620-1780 | <a href="mailto:tcohen@sheppardmullin.com">tcohen@sheppardmullin.com</a>           | Counsel to Gary Whitney   |
| Sheppard Mullin Richter & Hampton LLP                 | Theresa Wardle           | 333 South Hope Street       | 48th Floor                  | Los Angeles      | CA    | 90071      |         | 213-620-1780 | <a href="mailto:twardle@sheppardmullin.com">twardle@sheppardmullin.com</a>         | Counsel to International Rectifier Corp.  |
| Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC   | Robert P. Thibeaux       | 5353 Essen Lane             | Suite 650                   | Baton Rouge      | LA    | 70809      |         | 225-757-2185 | <a href="mailto:rthibeaux@shergarner.com">rthibeaux@shergarner.com</a>             | Counsel to Gulf Coast Bank & Trust Company  |

| COMPANY  | CONTACT  | ADDRESS1                         | ADDRESS2                         | CITY        | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION  |
|--|--|----------------------------------|----------------------------------|-------------|-------|------------|---------|--------------|--|---|
| Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC                                    | Robert P. Thibaux  | 909 Poydras Street               | 28th Floor                       | New Orleans | LA    | 70112-1033 |         | 504-299-2100 | <a href="mailto:rthibaux@shergarner.com">rthibaux@shergarner.com</a>   | Counsel to Gulf Coast Bank & Trust Company  |
| Shipman & Goodwin LLP  | Kathleen M. LaManna                                      | One Constitution Plaza           |                                  | Hartford    | CT    | 06103-1919 |         | 860-251-5603 | <a href="mailto:bankruptcy@goodwin.com">bankruptcy@goodwin.com</a>   |   |
| Sills, Cummis Epstein & Gross, P.C.  | Andrew H. Sherman  | 30 Rockefeller Plaza             |                                  | New York    | NY    | 10112      |         | 212-643-7000 | <a href="mailto:asherman@sillscummis.com">asherman@sillscummis.com</a>   | Counsel to Hewlett-Packard Financial Services Company   |
| Sills, Cummis Epstein & Gross, P.C.  | Jack M. Zackin   | 30 Rockefeller Plaza             |                                  | New York    | NY    | 10112      |         | 212-643-7000 | <a href="mailto:jzackin@sillscummis.com">jzackin@sillscummis.com</a>   | Counsel to Hewlett-Packard Financial Services Company   |
| Sills, Cummis Epstein & Gross, P.C.  | Valerie A Hamilton<br>Simon Kimmelman                    | 650 College Rd E                 |                                  | Princeton   | NJ    | 08540      |         | 609-227-4600 | <a href="mailto:vhamilton@sillscummis.com">vhamilton@sillscummis.com</a><br><a href="mailto:skimmelman@sillscummis.com">skimmelman@sillscummis.com</a> | Counsel to Doosan Infracore America Corp.   |
| Silver Point Capital, L.P.   | Chaim J. Fortgang  | Two Greenwich Plaza              | 1st Floor                        | Greenwich   | CT    | 06830      |         | 203-542-4216 | <a href="mailto:cfortgang@silverpointcapital.com">cfortgang@silverpointcapital.com</a>   | Counsel to Silver Point Capital, L.P.   |
| Smith, Katzenstein & Furlow LLP  | Kathleen M. Miller                                       | 800 Delaware Avenue, 7th Floor   | P.O. Box 410                     | Wilmington  | DE    | 19899      |         | 302-652-8400 | <a href="mailto:kmiller@skfdelaware.com">kmiller@skfdelaware.com</a>   | Counsel to Airgas, Inc.   |
| SNR Denton US LLP  | D. Farrington Yates                                      | 1221 Avenue of the Americas      | 24th Floor                       | New York    | NY    | 10020      |         | 212-768-6700 | <a href="mailto:fyates@sonnenschein.com">fyates@sonnenschein.com</a>   | Counsel to Molex, Inc. and INA USA, Inc. and United Plastics Group  |
| SNR Denton US LLP  | Oscar N. Pinkas  | 1221 Avenue of the Americas      | 24th Floor                       | New York    | NY    | 10020      |         | 212-768-6700 | <a href="mailto:opinkas@sonnenschein.com">opinkas@sonnenschein.com</a>   | Counsel to Schaeffler Canada, Inc. and Schaeffler KG  |
| SNR Denton US LLP  | Robert E. Richards                                       | 7800 Sears Tower                 | 233 South Wacker Drive           | Chicago     | IL    | 60606      |         | 312-876-8000 | <a href="mailto:rrichards@sonnenschein.com">rrichards@sonnenschein.com</a>   | Counsel to Molex, Inc. and INA USA, Inc.; Counsel to Schaeffler Canada, Inc. and Schaeffler KG  |
| Squire, Sanders & Dempsey L.L.P.   | G. Christopher Meyer                                     | 4900 Key Tower                   | 127 Public Sq                    | Cleveland   | OH    | 44114      |         | 216-479-8692 | <a href="mailto:cmeyer@ssd.com">cmeyer@ssd.com</a>   | Counsel to Furukawa Electric Co., Ltd.; Counsel for the City of Dayton, Ohio  |
| State of California Office of the Attorney General                                     | Sarah E. Morrison  | Deputy Attorney General          | 300 South Spring Street Ste 1702 | Los Angeles | CA    | 90013      |         | 213-897-2640 | <a href="mailto:sarah.morrison@doj.ca.gov">sarah.morrison@doj.ca.gov</a>   | Attorneys for the State of California Department of Toxic Substances Control  |
| State of Michigan Department of Labor & Economic Growth, Unemployment Insurance Agency | Roland Hwang<br>Assistant Attorney General               | 3030 W. Grand Boulevard          | Suite 9-600                      | Detroit     | MI    | 48202      |         | 313-456-2210 | <a href="mailto:hwangr@michigan.gov">hwangr@michigan.gov</a>   | Assistant Attorney General for State of Michigan, Unemployment Tax Office of the Department of Labor & Economic Growth, Unemployment Insurance Agency |
| State of Michigan Labor Division   | Susan Przekop-Shaw                                       | PO Box 30736                     |                                  | Lansing     | MI    | 48909      |         | 517-373-2560 | <a href="mailto:przekopshaws@michigan.gov">przekopshaws@michigan.gov</a>   | Assistant Attorney General as Attorney for the Michigan Workers' Compensation Agency  |
| Steel Technologies, Inc.   | John M. Baumann  | 15415 Shelbyville Road           |                                  | Louisville  | KY    | 40245      |         | 502-245-0322 | <a href="mailto:jmbaumann@steeltechnologies.com">jmbaumann@steeltechnologies.com</a>   | Counsel to Steel Technologies, Inc.   |
| Sterns & Weinroth, P.C.  | Michael A Spero<br>Simon Kimmelman<br>Valerie A Hamilton | 50 West State Street, Suite 1400 | PO Box 1298                      | Trenton     | NJ    | 08607-1298 |         | 609-392-2100 | <a href="mailto:jspecf@sternslaw.com">jspecf@sternslaw.com</a>   | Counsel to Doosan Infracore America Corp.   |
| Stevens & Lee, P.C.  | Constantine D. Pourakis, Esq.                            | 485 Madison Avenue               | 20th Floor                       | New York    | NY    | 10022      |         | 212-319-8500 | <a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a>   | Counsel to Tonolli Canada Ltd.; VJ Technologies, Inc. and V.J. Electronix, Inc.   |
| Stinson Morrison Hecker LLP  | Mark A. Shaiken  | 1201 Walnut Street               |                                  | Kansas City | MO    | 64106      |         | 816-842-8600 | <a href="mailto:mshaiken@stinsonmoheck.com">mshaiken@stinsonmoheck.com</a>   | Counsel to Thyssenkrupp Waupaca, Inc. and Thyssenkrupp Stahl Company  |
| Stinson Morrison Hecker LLP  | Nicholas J Zluticky                                      | 1201 Walnut Street               | Suite 2900                       | Kansas City | MO    | 64106      |         | 816-691-3278 | <a href="mailto:nzluticky@stinson.com">nzluticky@stinson.com</a>   | Counsel to ThyssenKrupp Waupaca, Inc.   |



| COMPANY                           | CONTACT                                  | ADDRESS1  | ADDRESS2              | CITY         | STATE | ZIP        | COUNTRY | PHONE        | EMAIL  | PARTY / FUNCTION   |
|-----------------------------------|--|---|-----------------------|--------------|-------|------------|---------|--------------|--|--|
| Stites & Harbison PLLC            | Madison L. Cashman                       | 424 Church Street                                     | Suite 1800            | Nashville    | TN    | 37219      |         | 615-244-5200 | <a href="mailto:robert.goodrich@stites.com">robert.goodrich@stites.com</a>   | Counsel to Setech, Inc.  |
| Stites & Harbison PLLC            | Robert C. Goodrich, Jr.                  | 424 Church Street                                     | Suite 1800            | Nashville    | TN    | 37219      |         | 615-244-5200 | <a href="mailto:madison.cashman@stites.com">madison.cashman@stites.com</a>   | Counsel to Setech, Inc.  |
| Stites & Harbison, PLLC           | W. Robinson Beard, Esq.                  | 400 West Market Street                                |                       | Louisville   | KY    | 40202      |         | 502-681-0448 | <a href="mailto:wbeard@stites.com">wbeard@stites.com</a>   | Counsel to WAKO Electronics (USA), Inc., Ambrake Corporation, and Akebona Corporation (North America)  |
| Taft, Stettinius & Hollister LLP  | Richard L. Ferrell                       | 425 Walnut Street                                     | Suite 1800            | Cincinnati   | OH    | 45202-3957 |         | 513-381-2838 | <a href="mailto:ferrell@taftlaw.com">ferrell@taftlaw.com</a>   | Counsel to Wren Industries, Inc.   |
| Taft, Stettinius & Hollister LLP  | W. Timothy Miller Esq.                   | 425 Walnut Street                                     | Suite 1800            | Cincinnati   | OH    | 45202      |         | 513-381-2838 | <a href="mailto:miller@taftlaw.com">miller@taftlaw.com</a>   | Counsel to Select Industries Corporation and Gobar Systems, Inc.   |
| Teitelbaum & Baskin LLP           | Jay Teitelbaum<br>Ron Baskin             | 3 Barker Avenue                                       | 3rd Floor             | White Plains | NY    | 10601      |         | 914-437-7670 | <a href="mailto:jteitelbaum@tblawlp.com">jteitelbaum@tblawlp.com</a><br><a href="mailto:rbaskin@tblawlp.com">rbaskin@tblawlp.com</a>                 | Counsel to Mary H. Schaefer  |
| Tennessee Department of Revenue   | Marvin E. Clements, Jr.                  | c/o TN Attorney General's Office, Bankruptcy Division | PO Box 20207          | Nashville    | TN    | 37202-0207 |         | 615-532-2504 | <a href="mailto:agbanknewyork@ag.tn.gov">agbanknewyork@ag.tn.gov</a>   | Tennessee Department of Revenue  |
| Thacher Proffitt & Wood LLP       | Jonathan D. Forstot                      | Two World Financial Center                            |                       | New York     | NY    | 10281      |         | 212-912-7679 | <a href="mailto:jforstot@tpw.com">jforstot@tpw.com</a>   | Counsel to TT Electronics, Plc   |
| Thacher Proffitt & Wood LLP       | Louis A. Curcio                          | Two World Financial Center                            |                       | New York     | NY    | 10281      |         | 212-912-7607 | <a href="mailto:lcurcio@tpw.com">lcurcio@tpw.com</a>   | Counsel to TT Electronics, Plc   |
| The Furukawa Electric Co., Ltd.   | Mr. Tetsuhiro Niizeki                    | 6-1 Marunouchi  | 2-Chrome, Chiyoda-ku  | Tokyo        | Japan | 100-8322   |         |              | <a href="mailto:niizeki.tetsuhiro@furukawa.co.jp">niizeki.tetsuhiro@furukawa.co.jp</a>   | Legal Department of The Furukawa Electric Co., Ltd.  |
| The Michaelson Law Firm           | Robert N Michaelson                      | 11 Broadway Ste 615                                   |                       | New York     | NY    | 10004      |         | 212-604-0685 | <a href="mailto:rnm@michaelsonlawfirm.com">rnm@michaelsonlawfirm.com</a>   | Counsel to NXP Semiconductors USA, Inc.  |
| The Timken Corporation BIC - 08   | Michael Hart                             | 1835 Dueber Ave. SW                                   | PO Box 6927           | Canton       | OH    | 44706-0927 |         | 330-438-3000 | <a href="mailto:michael.hart@timken.com">michael.hart@timken.com</a>   | Representative for Timken Corporation  |
| Thompson & Knight                 | Rhett G. Campbell                        | 333 Clay Street                                       | Suite 3300            | Houston      | TX    | 77002      |         | 713-654-1871 | <a href="mailto:rhett.campbell@tklaw.com">rhett.campbell@tklaw.com</a>   | Counsel to STMicroelectronics, Inc.  |
| Thompson & Knight LLP             | Ira L. Herman                            | 919 Third Avenue                                      | 39th Floor            | New York     | NY    | 10022-3915 |         | 212-751-3045 | <a href="mailto:ira.herman@tklaw.com">ira.herman@tklaw.com</a>   | Counsel to Victory Packaging   |
| Thompson & Knight LLP             | John S. Brannon                          | 1700 Pacific Avenue                                   | Suite 3300            | Dallas       | TX    | 75201-4693 |         | 214-969-1505 | <a href="mailto:john.brannon@tklaw.com">john.brannon@tklaw.com</a>   | Counsel to Victory Packaging   |
| Thompson Coburn Fagel Haber       | Lauren Newman                            | 55 East Monroe  | 40th Floor            | Chicago      | IL    | 60603      |         | 312-346-7500 | <a href="mailto:lnewman@thompsoncoburn.com">lnewman@thompsoncoburn.com</a>   | Counsel to Aluminum International, Inc.  |
| Thompson Hine LLP                 | Jennifer L. Maffett                      | 2000 Courthouse Plaza NE                              | 10 W Second St        | Dayton       | OH    | 45402      |         | 937-443-6600 | <a href="mailto:Jennifer.Maffett@ThompsonHine.com">Jennifer.Maffett@ThompsonHine.com</a>   | Counsel to Rieck Group, LLC n/k/a Mechanical Construction Managers, LLC  |
| TI Group Automotive Systems LLC   | Timothy M. Guerriero                     | 12345 E Nine Mile Rd                                  |                       | Warren       | MI    | 48089      |         | 586-755-8066 | <a href="mailto:tguerriero@us.tiauto.com">tguerriero@us.tiauto.com</a>   | General Counsel and Company Secretary to TI Group Automotive Systems LLC   |
| Todd & Levi, LLP                  | Jill Levi, Esq.                          | 444 Madison Avenue                                    | Suite 1202            | New York     | NY    | 10022      |         | 212-308-7400 | <a href="mailto:jlevi@toddtlevi.com">jlevi@toddtlevi.com</a>   | Counsel to Bank of Lincolnwood   |
| Todtman Nachamie Spizz & Johns PC | Janice B. Grubin                         | 425 Park Avenue                                       | 5th Floor             | New York     | NY    | 10022      |         | 212-754-9400 | <a href="mailto:jgrubin@tnsi-law.com">jgrubin@tnsi-law.com</a>   | Counsel to Vanguard Distributors, Inc.   |
| U.S. Department of Justice        | Matthew L. Schwartz<br>Joseph N. Cordaro | Assistant United States Attorneys                     | 86 Chambers St 3rd Fl | New York     | NY    | 10007      |         | 212-637-1945 | <a href="mailto:matthew.schwartz@usdoj.gov">matthew.schwartz@usdoj.gov</a><br><a href="mailto:Joseph.Cordaro@usdoj.gov">Joseph.Cordaro@usdoj.gov</a> | Counsel to Environmental Protection Agency; Internal Revenue Service; Department of Health and Human Services; and Customs and Border Protection |
| Underberg & Kessler, LLP          | Helen Zamboni                            | 300 Bausch & Lomb Place                               |                       | Rochester    | NY    | 14604      |         | 585-258-2800 | <a href="mailto:hazamboni@underbergkessler.com">hazamboni@underbergkessler.com</a>   | Counsel to McAlpin Industries, Inc.  |
| Union Pacific Railroad Company    | Mary Ann Kilgore                         | 1400 Douglas Street                                   | MC 1580               | Omaha        | NE    | 68179      |         | 402-544-4195 | <a href="mailto:mkilgore@UP.com">mkilgore@UP.com</a>   | Counsel to Union Pacific Railroad Company  |



| COMPANY   | CONTACT  | ADDRESS1                                      | ADDRESS2                             | CITY                  | STATE    | ZIP            | COUNTRY | PHONE                        | EMAIL  | PARTY / FUNCTION  |
|---|--|---|--------------------------------------|-----------------------|----------|----------------|---------|------------------------------|--|---|
| United Steel, Paper and Forestry, Rubber, Manufacturing, Energy Vedder Price PC | Allied Industrial and Service Workers, Intl Union (USW), AFL-CIO<br>Stephanie K Hor Chen | David Jury, Esq.<br>222 N LaSalle St Ste 2600 | Five Gateway Center Suite 807        | Pittsburgh<br>Chicago | PA<br>IL | 15222<br>60601 |         | 412-562-2546<br>312-609-7786 | <a href="mailto:djury@usw.org">djury@usw.org</a><br><a href="mailto:schen@vedderprice.com">schen@vedderprice.com</a>   | Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO<br>Counsel to The Intec Group, Inc. |
| Vorys, Sater, Seymour and Pease LLP   | Tiffany Strelow Cobb   | 52 East Gay Street                            |                                      | Columbus              | OH       | 43215          |         | 614-464-8322                 | <a href="mailto:ts Cobb@vorys.com">ts Cobb@vorys.com</a>   | Counsel to America Online, Inc. and its Subsidiaries and Affiliates   |
| Wachtell, Lipton, Rosen & Katz  | Richard G. Mason   | 51 West 52nd Street                           |                                      | New York              | NY       | 10019-6150     |         | 212-403-1000                 | <a href="mailto:RGMason@wlrk.com">RGMason@wlrk.com</a>   | Counsel to Capital Research and Management Company  |
| Warner Norcross & Judd LLP  | Gordon J. Toering  | 900 Fifth Third Center                        | 111 Lyon Street, N.W.                | Grand Rapids          | MI       | 49503          |         | 616-752-2185                 | <a href="mailto:gtoering@wnj.com">gtoering@wnj.com</a>   | Counsel to Robert Bosch Corporation; Counsel to Daewoo International Corp and Daewoo International (America) Corp   |
| Warner Norcross & Judd LLP  | Michael G. Cruse   | 2000 Town Center                              | Suite 2700                           | Southfield            | MI       | 48075          |         | 248-784-5131                 | <a href="mailto:mcruse@wnj.com">mcruse@wnj.com</a>   | Counsel to Compuware Corporation  |
| Warner Norcross & Judd LLP  | Stephen B. Grow  | 900 Fifth Third Center                        | 111 Lyon Street, N.W.                | Grand Rapids          | MI       | 49503          |         | 616-752-2158                 | <a href="mailto:growsb@wnj.com">growsb@wnj.com</a>   | Counsel to Behr Industries Corp.  |
| Weltman, Weinberg & Reis Co., L.P.A.  | Geoffrey J. Peters   | 175 South Third Street                        | Suite 900                            | Columbus              | OH       | 43215          |         | 614-857-4326                 | <a href="mailto:gpeters@weltman.com">gpeters@weltman.com</a>   | Counsel to Seven Seventeen Credit Union   |
| White & Case LLP  | Glenn Kurtz<br>Gerard Uzzi<br>Douglas Baumstein  | 1155 Avenue of the Americas                   |                                      | New York              | NY       | 10036-2787     |         | 212-819-8200                 | <a href="mailto:skurtz@ny.whitecase.com">skurtz@ny.whitecase.com</a><br><a href="mailto:guzzi@whitecase.com">guzzi@whitecase.com</a><br><a href="mailto:dbaumstein@ny.whitecase.com">dbaumstein@ny.whitecase.com</a> | Counsel to Appaloosa Management, LP   |
| White & Case LLP  | Thomas Lauria<br>Frank Eaton   | Wachovia Financial Center                     | 200 South Biscayne Blvd., Suite 4900 | Miami                 | FL       | 33131          |         | 305-371-2700                 | <a href="mailto:tlauria@whitecase.com">tlauria@whitecase.com</a><br><a href="mailto:featon@miami.whitecase.com">featon@miami.whitecase.com</a>   | Counsel to Appaloosa Management, LP   |
| Whyte, Hirschboeck Dudek S.C.   | Bruce G. Arnold  | 555 East Wells Street                         | Suite 1900                           | Milwaukee             | WI       | 53202-4894     |         | 414-273-2100                 | <a href="mailto:barnold@whdlaw.com">barnold@whdlaw.com</a>   | Counsel to Schunk Graphite Technology   |
| Wickens Herzer Panza Cook & Batista Co  | James W Moennich Esq   | 35765 Chester Rd                              |                                      | Avon                  | OH       | 44011-1262     |         | 440-930-8000                 | <a href="mailto:jmoennich@wickenslaw.com">jmoennich@wickenslaw.com</a>   | Counsel for Delphi Sandusky ESOP  |
| Winston & Strawn LLP  | David Neier<br>Carey D. Schreiber  | 200 Park Avenue                               |                                      | New York              | NY       | 10166-4193     |         | 212-294-6700                 | <a href="mailto:dneier@winston.com">dneier@winston.com</a><br><a href="mailto:cschreiber@winston.com">cschreiber@winston.com</a>   | Counsel to Ad Hoc Group of Tranche A & B DIP Lenders  |
| Winthrop Couchot Professional Corporation                                       | Marc. J. Winthrop  | 660 Newport Center Drive                      | 4th Floor                            | Newport Beach         | CA       | 92660          |         | 949-720-4100                 | <a href="mailto:mwinthrop@winthropcouchot.com">mwinthrop@winthropcouchot.com</a>   | Counsel to Metal Surfaces, Inc.   |
| Winthrop Couchot Professional Corporation                                       | Sean A. O'Keefe  | 660 Newport Center Drive                      | 4th Floor                            | Newport Beach         | CA       | 92660          |         | 949-720-4100                 | <a href="mailto:sokeefe@winthropcouchot.com">sokeefe@winthropcouchot.com</a>   | Counsel to Metal Surfaces, Inc.   |
| Womble Carlyle Sandridge & Rice, PLLC   | Allen Grumbine   | 550 South Main St                             |                                      | Greenville            | SC       | 29601          |         | 864-255-5402                 | <a href="mailto:agrumbine@wcsr.com">agrumbine@wcsr.com</a>   | Counsel to Armacell   |
| Womble Carlyle Sandridge & Rice, PLLC   | Michael G. Busenkell   | 222 Delaware Avenue                           | Suite 1501                           | Wilmington            | DE       | 19801          |         |                              | <a href="mailto:mbusenkell@wcsr.com">mbusenell@wcsr.com</a>  | Counsel to Chicago Miniature Optoelectronic Technologies, Inc.  |
| Woods Oviatt Gilman LLP   | Ronald J. Kisinski   | 700 Crossroads Bldg                           | 2 State St                           | Rochester             | NY       | 14614          |         | 585-362-4514                 | <a href="mailto:rkisicki@woodsoviatt.com">rkisicki@woodsoviatt.com</a>   |   |
| Zeichner Ellman & Krause LLP  | Stuart Krause  | 575 Lexington Avenue                          |                                      | New York              | NY       | 10022          |         | 212-223-0400                 | <a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>   | Counsel to Toyota Tsusho America, Inc.  |

## **EXHIBIT B**

## Post-Emergence Master Service List

| COMPANY               | CONTACT        | ADDRESS1            | ADDRESS2   | CITY     | STATE | ZIP        | PHONE        | PARTY / FUNCTION                 |
|-----------------------|----------------|---------------------|------------|----------|-------|------------|--------------|----------------------------------|
| United States Trustee | Brian Masumoto | 33 Whitehall Street | 21st Floor | New York | NY    | 10004-2112 | 212-510-0500 | Counsel to United States Trustee |

| Company   | Contact                             | Address1   | Address2                          | Address 3                       | City       | State | Zip        | Country |
|---|-------------------------------------|--|-----------------------------------|---------------------------------|------------|-------|------------|---------|
| ATS Ohio Inc; ATS Michigan Sales and Services Inc; ATS Automation Tooling Systems Inc | Carl Galloway                       | 250 Royal Oak Rd                                       |                                   |                                 | Cambridge  | ON    | N3H 4R6    | Canada  |
| ATS Ohio Inc; ATS Michigan Sales and Services Inc; ATS Automation Tooling Systems Inc | Clark Hill PLC                      | Robert D Gordon Evan J<br>Feldman Christopher M Cahill | 151 S Old Woodward<br>Ave Ste 200 |                                 | Birmingham | MI    | 48009      |         |
| Nexteer Automotive Corporation  | Honigman Miller Schwartz & Cohn LLP | Frank L Gorman   | 660 Woodward Ave                  | 2290 First National<br>Building | Detroit    | MI    | 48226-3506 |         |

## **EXHIBIT C**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                     |   |                         |
|-------------------------------------|---|-------------------------|
| -----                               | x |                         |
|                                     | : |                         |
| In re                               | : | Chapter 11              |
|                                     | : |                         |
| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
|                                     | : |                         |
| Reorganized Debtors.                | : | (Jointly Administered)  |
|                                     | : |                         |
| -----                               | x |                         |

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS,  
ATS OHIO, INC., ATS MICHIGAN SALES AND SERVICES, INC., ATS AUTOMATION  
TOOLING SYSTEMS, INC., AND NEXTEER AUTOMOTIVE CORPORATION  
(I) RECLASSIFYING AND ALLOWING PROOF OF ADMINISTRATIVE EXPENSE  
CLAIM NUMBER 19761, (II) COMPROMISING AND ALLOWING PROOF OF  
ADMINISTRATIVE EXPENSE CLAIM NUMBER 19762, AND (III) DISALLOWING AND  
EXPUNGING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 19763

(ATS OHIO, INC., ATS MICHIGAN SALES AND SERVICES, INC., AND ATS  
AUTOMATION TOOLING SYSTEMS, INC)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), ATS Ohio, Inc. ("ATS Ohio"), ATS Michigan Sales And Services, Inc. ("ATS Michigan"), ATS Automation Tooling Systems, Inc. ("ATS Automation," and together with ATS Ohio and ATS Michigan, the "Claimants"), and Nexteer Automotive Corporation ("Nexteer") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, ATS Ohio, Inc., ATS Michigan Sales And Services, Inc., ATS Automation Tooling Systems, Inc., And Nexteer Automotive Corporation (I) Reclassifying And Allowing Proof Of Administrative Expense Claim Number 19761, (II) Compromising And Allowing Proof Of Administrative Expense Claim Number 19762, And (III) Disallowing And Expunging Proof Of Administrative Expense Claim Number 19763 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, ATS Automation filed proof of claim number 15669 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$155,334.07 ("Claim 15669") arising from the sale of goods and/or the delivery of services to DAS LLC by ATS Automation. Claim 15669 also reserved the rights of ATS Automation to assert that certain additional amounts were owed by the Debtors to ATS Automation on a prepetition basis.

WHEREAS, on July 31, 2006, ATS Michigan filed proof of claim number 15670 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$207,886.00 ("Claim 15670") arising from the sale of goods and/or the delivery of services to DAS LLC by ATS Michigan. Claim 15670 also reserved the rights of ATS Michigan to assert that certain additional amounts were owed by the Debtors to ATS Michigan on a prepetition basis.

WHEREAS, on July 31, 2006, ATS Ohio filed proof of claim number 15671 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$1,621,059.30 ("Claim 15671") arising from the sale of goods and/or the delivery of services to DAS LLC by ATS Ohio. Claim 15671 also reserved the rights of ATS Ohio to assert that certain additional amounts were owed by the Debtors to ATS Ohio on a prepetition basis.

WHEREAS, on July 31, 2006, ATS Automation filed proof of claim number 16415 against DAS LLC, asserting a secured claim in the amount of \$1,983,000.00 ("Claim 16415") arising from the sale of goods and/or the delivery of services to DAS LLC by ATS Automation.

WHEREAS, on June 29, 2007, Claim 16415 was modified to an unsecured non-priority claim in the amount of \$1,983,000.00 pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation Identified In Fifteenth Omnibus Claims Objection (Docket No. 8443).

WHEREAS, on November 19, 2007, Claim 15671 was compromised and allowed as an unsecured non-priority claim in the amount of \$1,621,059.30 against DAS LLC pursuant to



the Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 15671 (Docket No. 10965).

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on November 5, 2009, ATS Ohio filed proof of administrative expense claim number 19761 against Delphi asserting an administrative expense claim in the amount of \$71,847.00 ("Claim 19761") for goods sold by ATS Ohio to the Debtors.

WHEREAS, on November 5, 2009, ATS Michigan filed proof of administrative expense claim number 19762 against Delphi asserting an administrative expense claim in the amount of \$192,040.00 ("Claim 19762") for goods sold by ATS Michigan to the Debtors.

WHEREAS, on November 5, 2009, ATS Automation filed proof of administrative expense claim number 19763 against Delphi asserting an administrative expense claim in the amount of CAD \$7,307.00 and USD \$ 42,414.00 ("Claim 19763," and together with Claim 19761 and Claim 19762, the "Claims") for goods sold by ATS Automation to the Debtors.

WHEREAS, pursuant to the Master Disposition Agreement Among Delphi Corporation, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company (f/k/a General Motors Corporation), and DIP Holdco 3 LLC ("DIP Holdco 3"), among others, dated as of July 30, 2009 (the "MDA"), the Buyers (as defined in the MDA) assumed certain administrative expense liabilities of the Debtors.

WHEREAS, Steering Solutions Services Corporation (n/k/a Nexteer Automotive Corporation), a GM Buyer (as defined in the MDA), assumed the administrative expense liabilities related to the Claims.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 17, 2010, the Claimant filed the Response Of ATS Automation Tooling Systems Inc., ATS Michigan Sales And Service Inc, ATS Ohio Inc. And ATS Wickel Und Montagetechnik AG To Reorganized Debtors' Forty-Third Omnibus Claims Objection (Docket No. 19456) (the "Response").

WHEREAS, on March 30, 2011, as memorialized in the Notice Of Withdrawal Of Reorganized Debtors' Forty-Fourth Omnibus Claims Objection With Respect To Proofs Of

Claim Numbers 15669, 15670, And 16415 (Docket No. 21193) and in accordance with the Articles 1.9 and 9.6(b) of the Modified Plan and 11 U.S.C § 502, the withdrawal of the Forty-Fourth Omnibus Claims Objection resulted in (i) Claim 15669 being allowed as a general unsecured non-priority claim in the amount of \$155,334.07 against DPH-DAS LLC in accordance with the terms of the Modified Plan, (ii) Claim 15670 being allowed as a general unsecured non-priority claim in the amount of \$207,886.00 against DPH-DAS LLC in accordance with the terms of the Modified Plan, and (iii) Claim 16415 being allowed as a general unsecured non-priority claim in the amount of \$1,983,000.00 against DPH-DAS LLC in accordance with the terms of the Modified Plan.

WHEREAS, to resolve (a) the Forty-Third Omnibus Claims Objection with respect to the Claims and (b) certain reservations of rights asserted in Claim 15669, Claim 15670, and Claim 15671, the Reorganized Debtors, the Claimants, and Nexteer have entered into this Stipulation, pursuant to which the Reorganized Debtors, the Claimants, and Nexteer agree that, among other things, (i) Claim 19761 shall be reclassified and allowed as a general unsecured non-priority claim in the amount of \$105,493.00 (inclusive of the \$33,646.00 addressed in the immediately following paragraph hereof) against DPH-DAS LLC, (ii) Claim 19762 shall be allowed as an administrative claim against DPH Holdings in the amount of \$8,000.00, (iii) Claim 19763 shall be disallowed and expunged in its entirety, and (iv) the reservations of rights asserted in Claim 15669, Claim 15670, and Claim 15671 shall be deemed withdrawn with prejudice.

WHEREAS, \$33,646.00 asserted in ATS Michigan's Claim 19762 is being reclassified as a general unsecured non-priority claim, and for administrative convenience only,

such amount is being reclassified with ATS Ohio's Claim 19761. For the avoidance of doubt, ATS Michigan and ATS Ohio are separate and distinct corporate entities.

WHEREAS, the Claimants represent and warrant that the Claimants are the proper owners of the amounts asserted in Claim 19761 and Claim 19762 that are being reclassified and allowed as general unsecured non-priority claims.

NOW, THEREFORE, the Reorganized Debtors, the Claimants, and Nexteer stipulate and agree as follows:

1. Claim 19761 shall be allowed in the amount of \$105,493.00 and shall be reclassified and treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

2. Claim 19762 shall be allowed in the amount of \$8,000.00 and shall be treated as an administrative claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan. Satisfaction of Claim 19762 through the payment of \$8,000.00 shall be the sole responsibility of Nexteer. Except with respect to the \$33,646.00 which is being reclassified as a general unsecured non-priority claim and included in the allowed amount of Claim 19761 as set forth above, the Reorganized Debtors shall have no responsibility with respect to the satisfaction of Claim 19762.

3. Claim 19763 is hereby disallowed and expunged in its entirety.

4. The Response is hereby deemed fully resolved.

5. Allowance of Claim 19761 as a general unsecured claim in the amount of \$105,493.00 and Claim 19762 as an administrative claim in the amount of \$8,000.00 and the payment of said allowed claims in accordance with the terms of the Modified Plan is in full satisfaction of Claim 19761 and Claim 19762. Each of the Claimants, on its own behalf and on

behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (collectively, the "ATS Releasing Parties"), hereby waives and releases any and all rights to assert against each of Nexteer, the Debtors, and the Reorganized Debtors, and each of their respective predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former and current officers, directors, owners, employees, and any other agents (collectively, the "Released Parties"), that Claim 19761 and Claim 19762 are entitled to any treatment other than that set forth herein.

6. Any and all reservations of rights asserted by any of the ATS Releasing Parties regarding the right to amend or assert additional prepetition amounts with respect to Claim 15669, Claim 15670, or Claim 15671 are hereby deemed withdrawn with prejudice.

7. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors, the Debtors, or Nexteer with respect to any portion of Claim 19761 or Claim 19762.

8. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation, including, without limitation, any alleged failure of Nexteer to make payment to ATS Michigan in accordance with paragraph 2 above.

So Ordered in White Plains, New York, this 31st day of August, 2011

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606

/s/ Robert D. Gordon

Robert D. Gordon  
Evan J. Feldman  
CLARK HILL PLC  
151 South Old Woodward Avenue  
Suite 200  
Birmingham, Michigan 48009

Attorneys for ATS Ohio, Inc., ATS Michigan  
Sales And Services, Inc., and ATS  
Automation Tooling Systems, Inc.

- and -

Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

/s/ Frank L. Gorman

Frank L. Gorman  
HONIGMAN MILLER SCHWARTZ AND  
COHN LLP  
660 Woodward Avenue  
2290 First National Building  
Detroit, Michigan 48226-3506

Attorneys for Nexteer Automotive Corporation